

REDACTED VERSION



# Pennsylvania Gaming Control Board

## Slot Machine Operator, Management Company, and Affiliate Application and Disclosure Form (Initial and Renewal)

**SECTION 1:** *Please fill in the name of the entity completing this application.*

**Applicant's Name:**

Mountainview Thoroughbred Racing Association, LLC

**SECTION 2:** *Check the appropriate box below to indicate the type of license for which the above-named entity is applying. If applicant listed above is an affiliate, intermediary, subsidiary, or holding company of a company applying for an Enterprise license type below, leave Section 2 blank and skip to Section 3.*

**Category Type:**

- ☐ Category 1 Slot Operator
- ☐ Category 2 Slot Operator
- ☐ Category 3 Slot Operator
- ☒ Category 4 Slot Operator

**Other:**

- ☐ Management Company

**SECTION 3:**

**Application Period:**

☒ Initial

☐ Renewal

**SECTION 4:** *If the above-named entity in Section 1 is applying for licensure as an affiliate, intermediary, subsidiary, or holding company of an enterprise entity, provide below the name of the enterprise entity.*

**Affiliate of:**

\_\_\_\_\_

## INSTRUCTIONS

These instructions are applicable to any "person" seeking to be licensed as a Category 1, Category 2, Category 3, Category 4 Slot Machine Operator (collectively referred to hereafter as Slot Operator) or Management Company. Please be advised that no person, its affiliate, intermediary, subsidiary or holding company that has applied for or is a holder of a slot machine license, shall be eligible to apply for or hold a supplier or manufacturer license.

As used in these Instructions, the phrase "affiliated entities" shall mean a Slot Operator's or Management Company's affiliates, intermediaries, subsidiaries and holding companies.

The original form, one paper copy, and one (1) compact disc (cd) containing all forms must be sent to the Pennsylvania Gaming Control Board, Bureau of Licensing, 303 Walnut Street, Fifth Floor, Commonwealth Tower, Harrisburg, Pennsylvania 17101 with the appropriate fee. Please refer to the licensing section of the Board's website for cd formatting requirements.

### 1. Slot Operator and Management Company

The forms that make up an application package for a Slot Operator or Management Company License are as follows:

- A. **Slot Operator, Management Company and Affiliate Application and Disclosure Information Form** (To be completed by applicant and each of applicant's affiliated entities).
- B. **Multi-Jurisdictional Personal History Disclosure Form (Multi-Jurisdictional PHD)**  
(To be completed by each natural person who is a principal or key employee as defined in 58 Pa. Code §401a.3) and identified in Schedules 1, 5, 10, 10A, 11, 13, 15 and 18).
- C. **Principal/Key Employee Form - Pennsylvania Supplement to the Multi-Jurisdictional Personal History Disclosure Form (PA Supplement)**  
(To be completed by each natural person who is a principal or key employee identified in Schedules 1, 5, 10, 10A, 11, 13, 15 and 18).
- D. **Principal Entity Form**  
(To be completed by each entity that is a principal identified in Schedules 10, 10A, 11, 13, 15 and 18).

### 2. APPLICATION FEES

#### A. Application fees and Investigation Deposits

Application fees must be submitted with the application package. These fees are non-refundable deposits that will be used by the Board to process and investigate the Slot Operator or Management Company applicant and the applicant's affiliated entities and persons filing forms as part of the application package. Application fees must be submitted for each applicant, affiliated entity and person, unless otherwise noted.

There may be additional costs and expenses incurred by the Board in its processing and investigation of the slot operator or management company applicant and the applicant's affiliated entities and persons. The slot operator or management company applicant must reimburse the Board for all additional costs and expenses related to the processing and investigation of their application package.

**Slot Operator or Management Company Applicant .....\$5,000.00**

**Applicant's Affiliated Entities .....\$2,500.00**

**In addition to application fees, license fees will be required to be paid prior to license issuance. The license fee schedule can be found on the board's website at [http://gamingcontrolboard.pa.gov/files/licensure/applications/Schedule\\_of\\_Fees.pdf](http://gamingcontrolboard.pa.gov/files/licensure/applications/Schedule_of_Fees.pdf)**

### **3. APPLICATION FORM INSTRUCTIONS**

#### **Generally**

As used in the slot operator or management company form, the words "Applicant" and "you" shall mean the slot operator or management company applicant. When applicant's affiliated entities are completing the form, "Applicant" and "you" shall refer to the affiliated entity completing the form.

All entries on the form must be typed or printed in block lettering. Initials and signatures must be handwritten by the person providing the information. If the answers are not legible, the application may not be accepted.

Read each question carefully prior to answering. Answer every question completely. Do not leave blank spaces. If a question does not apply to the applicant, write "Does Not Apply" in response to that question. If a Schedule or Addendum does not apply to the applicant, write "Does Not Apply" on the Schedule or Addendum.

Appendices are to be provided by the applicant. The required appendices are listed on the Application Checklist. Appendices must be presented in a tabbed manner. Each tab must indicate the appendix number. Immediately following the tab, applicant must insert a page with the appendix number and all information applicable to the appendix. If an appendix does not apply to the applicant, write "Does Not Apply" on the appendix page.

All pages of the form must be initialed by the applicant, or if the applicant is not a natural person, the person authorized to complete the form on behalf of the applicant must initial each page. If additional pages are required in order to answer any question, additional pages may be utilized and must be attached to the form. Be sure to indicate the number(s) of the question(s) being answered and initial each additional page. Some schedules may require disclosure of information for more than one natural person or entity or type of information. If there are multiple disclosures, make enough additional copies of the blank schedule and complete it for each natural person or entity or type of information.

All required documentation, such as business formation papers, tax returns and Appendices, as well as the application forms that comprise an application package for a slot operator or management company license, as listed above, must be submitted at the time of filing this form.

Additional financial information will be requested as needed.

Should you be unable to understand this form fully in English, it is your responsibility to acquire adequate means of translation. If you submit a document to the Board that is in a language other than English, you must also submit an English translation compliant with 58 Pa. Code §423a.1(h).

All notices regarding your application will be sent to the address you provide on this form. You must immediately notify the Board if you change your address.

Failure to answer any question completely and truthfully will result in denial of your application and/or revocation of your license, registration, certificate or permit and may subject you to criminal penalties under 18 Pa.C. S. A. §4903.

Any person who applies for and obtains a license, registration, certificate or permit from the Board may be required to submit to warrantless searches when present in a licensed gaming facility pursuant to the Act.

Confidential Information (as defined in 58 Pa. Code §401a.3) supplied to the Board or otherwise obtained shall not be revealed except in the course of the necessary administration of the Act, or upon the lawful order of a court of competent jurisdiction or, with the approval of the Attorney General, to a duly authorized law enforcement agency. An applicant or license, registration, certificate or permit holder waives any liability of the Commonwealth of Pennsylvania and its instrumentalities and agents for any damages resulting from any disclosure or publication in any manner, other than a willfully unlawful disclosure or publication.

A license, permit, certification or registration issuance, renewal or other authorization issued by the Board is a revocable privilege. No person holding a license, permit, certification or registration, renewal, or other authorization is deemed to have any property rights related to the license, permit, certification or registration.

An application that has been accepted for filing and all related materials submitted to the Board become the property of the Board and will not be returned to the applicant.

This is an application for a slot machine or management company license. An entity interested in offering table games must first obtain a slot machine license in order to be eligible to file a petition seeking authorization to conduct table games. Any references to table games in this application are for informational purposes only.

IF YOU HAVE ANY QUESTIONS REGARDING THE APPLICATION PACKAGE FORMS OR THE INFORMATION REQUIRED TO COMPLETE ANY APPLICATION, PLEASE CONTACT THE PENNSYLVANIA GAMING CONTROL BOARD - BUREAU OF LICENSING AT (717) 346-8300.



## Applicant Information

<b>Applicant's Business Name</b>			
Business Name as it appears on applicant's certificate of incorporation, charter, bylaws, partnership agreement or other official documents (spell out complete name, do not use abbreviations)			
<b>Mountainview Thoroughbred Racing Association, LLC</b>			
Trade Name(s) and Doing Business As ("DBA") Names			
<b>Hollywood Casino Morgantown</b>			
Has the applicant been verified as a minority or women's business enterprise by the Pennsylvania Department of General Services (DGS) Bureau of Small Business Opportunities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If yes, provide the name of the entity that certified the applicant as a minority or women's business enterprise and upon which the DGS verification was made. Does not apply.			
If yes, attach the verification letter from the Bureau of Small Business Opportunities and/or the Small Business Procurement Initiative Certificate that identifies the company as a small diverse business (not only as a small business) and provide the certification number <b>REDACTED</b> .			
<b>Applicant's Principal Address</b>			
Address Line 1			
<b>720 Bow Creek Road</b>			
Address Line 2			
Address Line 3			
City		State/Province	Postal Code
<b>Grantville</b>		<b>PA</b>	<b>17028</b>
Country		Email Address	
<b>USA</b>		<b>Corporate@pngaming.com</b>	
County	Township	Web URL	
<b>Dauphin</b>	<b>East Hanover</b>	<b>hcpn.com</b>	
Phone Number		Fax Number	
<b>717-469-2211</b>		<b>717-469-3397</b>	
<b>Applicant's Address In Pennsylvania (if applicable)</b>			
Address Line 1			
<b>Reading Road</b>			
Address Line 2			
Address Line 3			
City		State/Province	Postal Code
<b>Morgantown</b>		<b>PA</b>	<b>19543</b>
Country		Email Address	
<b>USA</b>		<b>To be established</b>	
County	Township	Web URL	
<b>Berks</b>	<b>Caernarvon</b>	<b>To be established</b>	
Phone Number		Fax Number	
<b>To be established</b>		<b>To be established</b>	

Contact Name for this Application			
First Name <b>Alex</b>	Middle Name <b>Matthew</b>	Last Name <b>Hvizda</b>	Suffix (Jr., Sr., etc.)
Title <b>Director of Compliance</b>		Individual Email Address <b>REDACTED</b>	
Phone Number <b>REDACTED</b>		Fax Number <b>REDACTED</b>	
Applicant's Form of Organization			
Check One			
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> C-Corporation
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> S-Corporation	<input type="checkbox"/> Trust	
<input type="checkbox"/> Other (describe) _____			
Applicant's Organization Documents			
State of Incorporation, Registration or other type of Formation <b>Pennsylvania</b>			Date of Formation <b>08/05/2013</b>
Applicant's business name as it appears on the formation documents <b>Mountainview Thoroughbred Racing Association, LLC</b>			
List all states in which the applicant is currently registered or authorized to do business <b>Pennsylvania</b>			
Is applicant registered or authorized to do business in the Commonwealth of Pennsylvania? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
Applicant's Identification Numbers			
Federal Employer Identification Number/TIN <b>REDACTED</b>		PA Unemployment Compensation Account Number <b>REDACTED</b>	
PA Department of Revenue Corporate Box Number <b>REDACTED</b>		PA Liquor Control Board License Number <b>To be established for Hollywood Casino Morgantown</b>	
PA Workers Compensation Policy Number <b>REDACTED</b>		PA Department of State – Entity Number <b>4205581</b>	
Does the applicant have any outstanding tax liabilities to either the Commonwealth of Pennsylvania or any other state, locality or the Federal government? <b>REDACTED</b>			
If you answer YES, provide details concerning all outstanding tax liabilities.			
Applicant's Billing Contact Information			
First Name <b>Heather</b>	Last Name <b>Nicarry</b>		Suffix (Jr., Sr., etc.)
Title <b>Director of Finance</b>		Individual Email Address <b>REDACTED</b>	
Address <b>720 Bow Creek Road</b>			
City <b>Grantville</b>		State/Province <b>PA</b>	Postal Code <b>17028</b>
Phone Number <b>REDACTED</b>		Fax Number <b>REDACTED</b>	

### Criminal History

The next section asks about any offenses or charges applicant or any of its principals or key employees may have committed or had filed against them. Prior to answering this question, carefully review the definitions and instructions that follow.

<b>DEFINITIONS</b>	<p>For purposes of this section:</p> <p>A. "CRIME OR OFFENSE" includes all felonies and misdemeanors, as well as summary offenses that may have required you to appear before a law enforcement agency, state or federal grand jury, justice court, municipal court, city court, military court or any other court EXCEPT Juvenile Court. Include all DUI/DWI offenses.</p> <p>B. "ARREST" includes any time that you were stopped by a police officer or other law enforcement officer and advised that you were under arrest, detained, held for questioning, requested by a police officer or law enforcement officer to come to a police station and answer questions, taken into custody by any police officer or other law enforcement officer, fingerprinted, held in jail, or instructed to appear in court or subpoenaed to answer for conduct which is a crime as has been defined in paragraph "A."</p> <p>C. "CHARGE" includes any indictment, complaint, information, summons, citation or other notice of the alleged commission of any crime or offense as defined in paragraph "A."</p>
<b>INSTRUCTIONS</b>	<p>1. <b>ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</b></p> <ul style="list-style-type: none"> <li>A. You did not commit the offense charged;</li> <li>B. The arrest or charges were dismissed or the charges were subsequently downgraded to a lesser charge;</li> <li>C. You pleaded not guilty or nolo contendere;</li> <li>D. You completed an accelerated rehabilitative disposition ("ard") or equivalent diversionary program;</li> <li>E. The charges or conviction were expunged from your record, even if you have expungement papers;</li> <li>F. You were not convicted or were found "not guilty"</li> <li>G. You did not serve any time in prison or jail;</li> <li>H. The arrests, charges or offenses happened a long time ago;</li> <li>I. You were arrested or charged in another state (a state other than Pennsylvania);</li> <li>J. You were never physically taken into custody and/or transported to a police station or jail.</li> </ul> <p>2. <b>ANSWER "NO" IF:</b></p> <ul style="list-style-type: none"> <li>A. You have never been arrested or charged with any crime or offense;</li> <li>B. Your arrest happened when you were under 18 years of age and your court appearance was in juvenile court.</li> </ul> <p><b>FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.</b></p>

1. Has applicant or any of its principals or key employees ever been indicted, charged with or convicted of a criminal offense or been a party to or named as an unindicted co-conspirator in any criminal proceeding in the Commonwealth or any other jurisdiction?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
1. A. Has applicant or any of its principals or key employees ever been convicted of a felony?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
1. B. Has applicant or any of its principals or key employees ever been convicted of a misdemeanor or gambling offense?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
If you answer YES to any of these questions, you must complete <b>Schedule 23</b> concerning Criminal History.	
<b>Testimony, Investigations or Polygraphs</b>	
2. Has applicant or any of its principals or key employees ever been called to testify before, been the subject of an investigation conducted by, or requested to take a polygraph exam by any governmental agency, court, committee, grand jury or investigatory body (municipal, state, county, provincial, Federal, national, etc.) other than in response to minor traffic related offenses?	<b>REDACTED</b>
If you answer YES, you must complete <b>Schedule 24</b> concerning Testimony, Investigations or Polygraphs.	
<b>Antitrust, Trade Regulation &amp; Securities Judgments; Statutory and Regulatory Violations</b>	
3. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies ever had a judgment, order, consent decree or consent order pertaining to a violation or alleged violation of the Federal antitrust, trade regulation or securities laws, or similar laws of any state, province or country entered against it?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
4. In the past ten (10) years, has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies had a judgment, order, consent decree or consent order pertaining to any state or Federal statute, regulation or code that resulted in a fine or penalty of \$50,000 or more entered against it?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
If you answer YES to either question, you must complete <b>Schedule 26</b> concerning Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations.	
<b>Bankruptcy or Insolvency Proceedings</b>	
5. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies had any petition under any provision of the Federal Bankruptcy Code or under any state insolvency law filed by or against it in the last ten (10) year period?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
6. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies sought relief under any provision of the Federal Bankruptcy Code or under any state insolvency law in the last ten (10) year period?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7. Has a court appointed any receiver, fiscal agent, trustee, reorganization trustee, or similar officer for applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies in the last ten (10) years?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
If you answer YES to any of these questions, you must complete <b>Schedule 27</b> concerning Bankruptcy or Insolvency Proceedings.	

Applicant's Licenses and Permits	
<p>8. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies applied for any license or permit by a government agency for the collection of sales and use tax, selling and serving liquor and malt beverages, providing overnight lodging services or any other activity requiring a license or permit? A government agency as used here includes any subordinate creature of Federal, State, Native American or local government created to carry out a governmental function or to implement a statute or statutes.</p> <p>If you answer YES, you must complete <b>Schedule 28</b> concerning Non-Gaming Licenses and Permits.</p>	<p>■ YES   □ NO</p>
<p>9. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies applied for any license or permit by a government agency charged with regulating games of chance, including but not limited to slot machines, video lottery terminals, table games, horse racing, jai alai, etc.? A government agency as used here includes any Federal, state, Native American or local government created to carry out a governmental function or to implement a statute or statutes.</p> <p>If you answer YES, you must complete <b>Schedule 29</b> concerning Gaming Licenses and Permits.</p>	<p>■ YES   □ NO</p>
Applicant's Contributions and Disbursements	
<p>10. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of applicant made any bribes or kickbacks or made any payments alleged to have been bribes or kickbacks to any employee, person, company or organization to obtain favorable treatment?</p>	<p><b>REDACTED</b></p>
<p>11. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of the applicant made any bribes or kickbacks or made any payments alleged to have been bribes or kickbacks to any government official, domestic or foreign to obtain favorable treatment?</p>	
<p>12. During the last ten (10) year period, has applicant, its parent company or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties for or on behalf of applicant loaned funds for the purpose of opposing or supporting any government, political party, candidate or committee, either domestic or foreign?</p>	
<p>13. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of applicant donated or loaned property or any other thing of value, or organized, sponsored or participated in fundraising activities for the purpose of opposing or supporting any government, political party, candidate or committee, either domestic or foreign?</p>	

14A. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies made any loans, donations or other disbursements to principals, employees or any third parties for the purpose of reimbursing such individuals for political contributions either foreign or domestic?

14B. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies formed or caused to be formed, a political action committee either under federal or state election laws?

14C. As a result of the Citizen's United v. FEC decision, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies made "independent expenditures", as defined in SEC. 1621(e) of the Pennsylvania Election Code, for the purpose of influencing an election covered by the Pennsylvania Election Code?

15. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies maintained any bank account, domestic or foreign, not reflected on the applicant's books or records?

16. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies maintained any numbered account or any account in the name of a nominee for applicant?

If you answer YES to any of these questions, you must complete **Schedule 30**, concerning contributions and disbursements.

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## APPENDICES

The appendices are documents the applicant must provide or create. The appendices are not represented in the application questions or its schedules or addenda. Each appendix shall be presented in a tabbed manner and each tab must indicate the appendix number as listed below. If an appendix does not apply to an applicant, write "DOES NOT APPLY" on the appendix page.

<input checked="" type="checkbox"/>	Appendix 1: Description of the business currently performed and the business intended to be performed in the Commonwealth. This information must be specific and must be organized around the topics shown in <b>Schedules 31 and 32</b> . Additionally, applicant must indicate the relationship between it and its affiliated entities as it relates to the business intended to be performed in the Commonwealth in the form of an organization chart with a narrative description.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 2: Description of any former business engaged in during the last ten (10) years and the reason for cessation of the business.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 3: Description of all bonus, profit sharing, pension, retirement, deferred compensation and similar plans. This information must be provided in addition to the information provided in <b>Schedule 8</b> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 4: Description of long term debt. This information must be provided in addition to the information provided in <b>Schedules 12 and 13</b> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 5: Description of other indebtedness and security devices. This information must be provided in addition to the information provided in <b>Schedules 14 and 15</b> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 6: Description of securities options. This information must be provided in addition to the information provided in <b>Schedules 16 and 17</b> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 7: Description of existing litigation. This information must be provided in addition to the information provided in <b>Schedule 25</b> .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 8: Audited financial statement for the last fiscal year. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 9: Audited financial statements for the last five (5) years. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 10: Annual reports for the last five (5) years. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 11A: Annual reports prepared on the SEC's 10K for the last five (5) years.  Appendix 11B: Copies of annual or quarterly filings for the last five (5) years required under the laws of a regulatory agency of another country.  Note: If this has previously been provided, resubmissions would not be required and the previous response should reflect the date(s) of submission.	MANDATORY



<input checked="" type="checkbox"/>	Appendix 12: A copy of the last quarterly unaudited financial statement. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 13: A copy or copies of any interim reports. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 14: A copy of the last definitive Proxy or information statement (SEC). If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 15: A copy of all registration statements for the last five (5) years filed in accordance with the Securities Act of 1933. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 16: Copies of all other reports prepared in the last five (5) years by independent auditors of the applicant. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 17: Certified copies of the Articles of Incorporation, Charter, Bylaws, Partnership Agreement or other official documents and all amendments and proposed amendments. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 18: Current ownership table of organization.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 19: Functional table of organization for applicant with, job descriptions, and names of employees earning in excess of \$250,000 in annual compensation.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 20: Copies of federal entity tax filings, including forms 1120, 1120-s, 1120-f, 1065, 941 and all other business related tax forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 21: Copies of 5500 forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 22: Describe criminal history of applicant. This information must be provided in addition to the information provided in <b>Schedule 23</b> . Narrative information about the nature of charge or complaint and the disposition must be provided.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 23: Pursuant to §1312 of the Gaming Act, the Board may not approve an application for licensure if any of its principals do not meet the character requirements of §1310, eligibility requirements, or purchases a controlling interest in a licensed gaming entity in violation of §1328.  Has the applicant divested all interests that would prohibit licensure and eliminated any principal who does not meet the character or eligibility requirements? If not, provide an explanation. If it does not apply, write does not apply in response to this appendix.	MANDATORY

<input checked="" type="checkbox"/>	<p>Appendix 24: Pursuant to §1512 of the Gaming Act, no executive-level state employee, public official, party officer or immediate family member thereof shall have a financial interest in or be employed, directly or indirectly, by any licensed racing entity or licensed gaming entity, or any holding, affiliate, intermediary or subsidiary company, thereof, or any such applicant.</p> <p>Has any public official or other prohibited person possessed a financial interest in or been employed directly or indirectly by the applicant or related entity at or following the effective date of the PA Gaming Act?</p>	MANDATORY
<input checked="" type="checkbox"/>	Appendix 25: Pursuant to §1313 of the Gaming Act, provide information, documentation and assurances demonstrating that the applicant has sufficient business ability and experience to create and maintain a successful, efficient operation. Also provide biographies of the known individuals who will perform executive management duties and provide names of all proposed key employees and a description of their respective or proposed responsibilities as they become known.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 26: Pursuant to §1207(16) of the Gaming Act, the licensee must sell Pennsylvania state lottery tickets at its facility as near as practicable to the pay windows. Provide a proposed floor plan specifying the locations where state lottery tickets will be sold and the proximity of those locations to pay windows. (Note: This submission must be finalized and approved by the Board prior to operation).	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 27: Provide a list of any hospital, place of worship, school, charitable institution, park, zoo or any similar place frequented by the public within 1500 feet of the proposed facility.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 28: Submit an initial narrative description of proposed administrative and accounting procedures, including a written system of internal control, pursuant to §1322 of the Gaming Act (Note: This submission must be finalized and approved by the Board prior to operation).	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 29: Provide marketing plans and proposals and details of the proximity of the facility to its marketing service area.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 30: Provide copies of local zoning and land use approvals or a detailed explanation of the status of the request with copies of all filings.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 31: Pursuant to §1322 of the Gaming Act and/or Board regulations, submit a complete proposed site plan of the proposed licensed facility, inclusive of traffic studies and the parking plan, including the number of parking spaces, accompanied by architectural drawings and a proposed gaming floor layout. The gaming floor layout should clearly delineate the square footage of the area to be used for the placement of slot machines and table games as well as the square footage of the area that will not be used for the placement of slot machines and table games. Further, the gaming floor layout should delineate the square footage reserved for additional slot machines and table games permitted pursuant to §1210 and §13A11 of the Gaming Act. Pursuant to	INITIAL APPLICANTS ONLY

	<p>§1210, provide details of the proposed location of slot machines and table games at the facility and the number of slot machines and table games requested. Pursuant to §1207 of the Gaming Act, proposed surveillance camera locations both within and outside the proposed licensed facility should also be clearly delineated on the gaming floor layout as well as proposed security zones on the gaming floor and within and outside the licensed facility. (Note: The site plan, gaming floor layout and related surveillance and security proposals must be finalized and approved by the Board prior to operation).</p>	
<input checked="" type="checkbox"/>	<p>Appendix 32: Provide details of planned retail and food venues for the facility and the identification of the operators of each retail food venue.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 33: Provide a local impact report, engineering reports and traffic studies, including details of any adverse impact on transportation, transit access, housing, water and sewer systems, local police and emergency service capabilities, existing tourism, including historical and cultural resources or other municipal service or resource. A copy of the local impact report shall be provided to each political subdivision in which the licensed facility will be located at least seven (7) days prior to the filing of the application for a slot machine license. The applicant shall file a proof of service with the Board.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 34: Provide details of land acquisition costs.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 35: Provide details of a compulsive or problem gambling plan.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 36: If a temporary facility is to be licensed, provide details of the temporary facility as well as a plan for how the licensee will transition to a permanent facility, including a date for the completion of the permanent facility.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 37: As required by §1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed. Provide a plan, with details, for the following:</p> <ul style="list-style-type: none"> <li>(1) the location and quality of the proposed facility, including, but not limited to, road and transit access, parking and centrality to market service area;</li> <li>(2) the potential for new job creation and economic development which will result from granting a license to the Applicant;</li> <li>(3) the applicant's good faith plan to recruit, train and upgrade diversity in all employment classifications in the facility;</li> <li>(4) the applicant's good faith plan for enhancing the representation of diverse groups in the operation of its facility through the ownership and operation of business enterprises associated with or utilized by its facility or through the provision of goods or services utilized by its facility and through the participation in the ownership of the Applicant. Provide specific information regarding the diversity in ownership of the applicant, i.e. minorities, women;</li> <li>(5) the applicant's good faith effort to assure that all persons are accorded equality of opportunity in employment and contracting by it and any contractors, subcontractors, assignees, lessees, agents, gaming service providers and suppliers it may employ directly or indirectly;</li> </ul>	<p>INITIAL APPLICANTS ONLY</p>

	<p>(6) the history and success of the applicant in developing tourism facilities ancillary to gaming development, if applicable to the applicant;</p> <p>(7) the degree to which the applicant presents a plan for the project which will likely lead to the creation of quality, living-wage jobs and full-time permanent jobs for residents of this commonwealth generally and for residents of the host political subdivision in particular;</p> <p>(8) the record of the applicant and its developer in meeting commitments to local agencies, community-based organizations and employees in other locations;</p> <p>(9) the degree to which potential adverse effects which might result from the project, including costs of meeting the increased demand for public health care, child care, public transportation, affordable housing and social services, will be mitigated;</p> <p>(10) the record of the Applicant and its developer regarding compliance with</p> <p>(i) Federal, state and local discrimination, wage and hour, disability and occupational and environmental health and safety laws as well as</p> <p>(ii) state and local labor relations and employment laws;</p> <p>(iii) the applicant's record in dealing with its employees and their representatives at other locations.</p>	
<input checked="" type="checkbox"/>	<p>Appendix 38: Provide information demonstrating adequate financing for the proposed facility and terms of financing including payback period.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 39: Provide business and economic development plans and timetables, projected debt service expenses, projected EBITDA and Internal rate of return, projected annual gross terminal revenue, projected operating and capital expenses and defined gaming market and projected visitation.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 40: Provide letters of reference from law enforcement agencies having jurisdiction in the applicant's and principal's main place of residence and place of business indicating that the agency does not have any pertinent information relating to the applicant or its principals. If the law enforcement agency has information pertaining to the applicant or its principals, the letter shall specify the details of the information.</p> <p><b>If no letters are received within 30 days of the request, the applicant or principal may submit a sworn or affirmed statement that the applicant or principal is a citizen in good standing in his jurisdiction of residence and primary place of business.</b></p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 41: If the applicant has held a gaming license in any jurisdiction, provide a letter of reference from the gaming or casino enforcement or regulatory agency in the other jurisdiction, specifying the experiences of the agency with the applicant, the applicant's associates and the applicant's gaming operation. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.</p> <p><b>If no letter is received within 30 days of request by the applicant, the applicant may submit a sworn or affirmed statement that the applicant's operation is in good standing with the regulatory agency.</b></p>	INITIAL APPLICANTS ONLY

<input checked="" type="checkbox"/>	Appendix 42: Provide an original payment bond or an original irrevocable letter of credit that includes a draw certificate, at the applicant's option, guaranteeing the applicant's payment of the slot machine license fee required by §1209 (For Category 1 and 2) and §1305 (Category 3) of the gaming act.	INITIAL CATEGORY 1,2 or 3 ONLY
<input checked="" type="checkbox"/>	Appendix 43: Provide a chart of existing gaming service providers* including the name, address, phone and tax identification number of the gaming service providers, types of goods and/or services provided by the gaming service providers, total dollar amount of business with gaming service providers in the past twelve (12) months and total dollar amount of business expected to be conducted with gaming service providers in the next twelve (12) months.  * Gaming service providers is defined in 58 Pa. Code §401a.3.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 44: Provide a summary of all persons who hold an ownership or other beneficial interest in the applicant and any such interest in any of its principal affiliates or principal entities required to be licensed or permitted in Pennsylvania; provided however, if any of the entities are publicly traded, only interests equal to or exceeding five percent must be disclosed. Ownership interest should be provided in a manner consistent with the Ownership Interest Report found on the Board's website under Licensure/Reports and General Information.	MANDATORY

#### Category 1 Applicants Only

<input type="checkbox"/>	Appendix 45: Pursuant to §1308(c) of the Gaming Act, the Board and the commissions shall not consider any application for a license if the applicant or any person affiliated with or directly related to the applicant is a party in any ongoing civil proceeding in which the party is seeking to overturn or otherwise challenge a decision or order of the Board or commissions pertaining to the approval, denial or conditioning of a license to conduct thoroughbred or harness horse race meetings respectively with pari-mutuel wagering or to operate slot machines.  Is the applicant or affiliated person a party to any ongoing civil proceedings seeking to overturn a decision or order of the Board or commissions? If yes, the Board may not consider the application. If no, provide a statement asserting that the applicant is not challenging the Board or commission's decision or orders.	Initial Category 1 applicants only
<input type="checkbox"/>	Appendix 46: Provide a verification from the State Horse Racing Commission stating that the applicant has satisfied the license eligibility requirements under §1302 of the Gaming Act (relating to Conditional/Category 1 Slot Machine License) and that the applicant satisfies the live racing requirements under §1303 of the gaming act. If applicant is submitting a renewal application, provide a verification from the State Horse Racing Commission stating that the licensee has satisfied the live racing requirements under §1303(B) of the Gaming Act	MANDATORY
<input type="checkbox"/>	Appendix 47: Provide a statement detailing the applicant's regulatory history as a licensed racing entity under the jurisdiction of the State Horse Racing Commission including the applicant's history of suitability and compliance with the race horse industry reform act in the operation of the race track and nonprimary locations and the conduct of pari-mutuel wagering.	MANDATORY

<input type="checkbox"/>	Appendix 48: Provide a detailed plan for the management of accounts created from funds allocated under §1406 of the gaming act (relating to distributions from Pennsylvania race horse development fund).	MANDATORY
<input type="checkbox"/>	Appendix 49: Provide a detailed plan for the management and use of backside area improvement and maintenance accounts under §1404 of the gaming act (relating to distribution from licensee's revenue receipts). If applicant is submitting a renewal application, provide an updated plan or summary of the management and use of backside area improvement and maintenance accounts under §1404 of the Gaming Act	MANDATORY

**Management Company Licensees Only**

<input type="checkbox"/>	APPENDIX 22: PROVIDE A COPY OF THE MOST RECENT MANAGEMENT CONTRACT AS OUTLINED IN 58 PA. CODE §440.A.5	MANDATORY
<input type="checkbox"/>	APPENDIX 23: PROVIDE A COPY OF THE MOST RECENT BUSINESS PLAN WHICH SETS FORTH THE PARTIES' GOALS AND OBJECTIVES FOR THE TERM OF THE MANAGEMENT CONTRACT	MANDATORY

**Category 4 Applicants Only**

<input checked="" type="checkbox"/>	Appendix 46: Provide documentation to the Board that the applicant's location meets the eligibility requirements in 1305.1(B)	Initial Category 4 applicant only
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# Schedule 1: Incorporators/Founders

Name and Address									
First Name Penn National Gaming, Inc.	Middle Name	Last Name		Suffix (Jr., Sr., etc.)					
Occupation									
Address Line 1 REDACTED		Address Line 2		City REDACTED		State/Province REDACTED		Postal Code REDACTED	
Address Line 3		Email Address REDACTED		Phone Number REDACTED		Fax Number REDACTED		Postal Code REDACTED	
Country REDACTED									
Name and Address									
First Name	Middle Name	Last Name		Suffix (Jr., Sr., etc.)					
Occupation									
Address Line 1		Address Line 2		City		State/Province		Postal Code	
Address Line 3		Email Address		Phone Number		Fax Number			
Country									
Name and Address									
First Name	Middle Name	Last Name		Suffix (Jr., Sr., etc.)					
Occupation									
Address Line 1		Address Line 2		City		State/Province		Postal Code	
Address Line 3		Email Address		Phone Number		Fax Number			
Country									

\* Make additional copies and attach additional pages as necessary.



## Schedule 2: Other Names Used By Applicant

List all other names under which applicant has done business and give approximate time periods during which name was used.

[illegible]

**Schedule 3: Addresses Currently Used by Applicant**

Provide all addresses currently used by applicant.

Addresses					
Address Purpose					
<b>Hollywood Casino at Penn National Race Course Physical Address</b>					
Address Line 1		720 Bow Creek Road			
Address Line 3					
Country	Email Address	City	State/Province	Postal Code	Fax Number
USA	Corporate@pngaming.com	Grantville	PA	17028	717-469-3397
<b>Hollywood Casino at Penn National Race Course Marketing Address</b>					
Address Line 1		777 Hollywood Boulevard			
Address Line 3					
Country	Email Address	City	State/Province	Postal Code	Fax Number
USA	N/A	Grantville	PA	17028	717-469-3397
<b>Hollywood Casino Morgantown Physical Address</b>					
Address Line 1		Reading Road			
Address Line 3					
Country	Email Address	City	State/Province	Postal Code	Fax Number
USA	To be established	Morgantown	PA	19543	To be established
<b>Hollywood Casino York Physical Address</b>					
Address Line 1		2899 Whiteford Road			
Address Line 3					
Country	Email Address	City	State/Province	Postal Code	Fax Number
USA	To be established	York	PA	17402	To be established

# **Schedule 4: Addresses Used by Applicant**

Provide all addresses, other than those listed on Schedule 3, which applicant has used or from which it was conducting business during the last ten (10) year period, and provide the approximate dates during which such addresses were used.

Address Purpose		Address Used From		Address Used To	
Address Line 1		Address Line 2			
Address Line 3		City	State/ Province	Postal Code	
Country	Email Address	Phone Number		Fax Number	
Address Purpose		Address Used From		Address Used To	
Address Line 1		Address Line 2			
Address Line 3		City	State/ Province	Postal Code	
Country	Email Address	Phone Number		Fax Number	
Address Purpose		Address Used From		Address Used To	
Address Line 1		Address Line 2			
Address Line 3		City	State/ Province	Postal Code	
Country	Email Address	Phone Number		Fax Number	
Address Purpose		Address Used From		Address Used To	
Address Line 1		Address Line 2			
Address Line 3		City	State/ Province	Postal Code	
Country	Email Address	Phone Number		Fax Number	

# Schedule 5: Current Officers, Directors/Partners and Trusts

Provide the following information for all officers, directors/partners and trustees, grantors or beneficiaries of a trust that is required to be licensed as a principal under this chapter.

Name and Home Address									
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth					
Timothy	Joseph	Wilmott		REDACTED					
Address Line 1		REDACTED							
Address Line 2		REDACTED							
Country		City		State/Province		Postal Code		Fax Number	
REDACTED		REDACTED		REDACTED		REDACTED		REDACTED	
Applicant Address									
Applicant Name: Mountainview Thoroughbred Racing Association, LLC									
President									
Address Line 1		825 Berkshire Boulevard							
Address Line 2		REDACTED							
Country		City		State/Province		Postal Code		Fax Number	
		Wyomissing		PA		19610			
Dates, Titles and/or Positions Held (starting with current position and working backwards)									
From Date	To Date	Title or Position	Annual Compensation \$ Value	Composition of Compensation					
		Please refer to Timothy Wilmott's		(Specify salary, wages, commissions, fees, bonus or other)					
		Personal Supplement and							
		Multi-Jurisdiction Form							
		on file with the Board.							

\* Make additional copies and attach additional pages as necessary.

Provide the following information for all officers, directors/partners and trustees, grantors or beneficiaries of a trust that is required to be licensed as a principal under this chapter.

\* Make additional copies and attach additional pages as necessary.

# Schedule 5: Current Officers, Directors/Partners and Trusts

Provide the following information for all officers, directors/partners and trustees, grantors or beneficiaries of a trust that is required to be licensed as a principal under this chapter.

First Name		Middle Name		Last Name		Suffix (Jr., Sr., etc.)		Date of Birth	
Daniel		Gerald		Ihm				REDACTED	
Address Line 1		REDACTED							
Address Line 3									
Country		Email Address		City		State/Province		Postal Code	
REDACTED		REDACTED		REDACTED		REDACTED		REDACTED	
Applicant Name:		Applicant Address							
Mountainview Thoroughbred Racing Association, LLC		Vice President / General Manager							
Address Line 1		720 Bow Creek Road							
Address Line 3									
Country		Email Address		City		State/Province		Postal Code	
				Grantville		PA		17028	
								Fax Number	
From Date		To Date		Title or Position		Annual Compensation \$ Value		Composition of Compensation	
				Please refer to Daniel Ihm's				(Specify salary, wages, commissions, fees, bonus or other)	
				Personal Supplement and					
				Multi-Jurisdiction Form					
				on file with the Board.					

\* Make additional copies and attach additional pages as necessary.

**Schedule 5: Current Officers, Directors/Partners and Trusts**

Provide the following information for all officers, directors/partners and trustees, grantors or beneficiaries of a trust that is required to be licensed as a principal under this chapter.

First Name <b>Carl</b>		Middle Name		Last Name <b>Sottosanti</b>		Suffix (Jr., Sr., etc.)		Date of Birth <b>REDACTED</b>																																														
Address Line 1 <b>REDACTED</b>		Address Line 2																																																				
Address Line 3		City <b>REDACTED</b>		State/Province <b>REDACTED</b>		Postal Code <b>REDACTED</b>		Fax Number <b>REDACTED</b>																																														
Country <b>REDACTED</b>		Email Address <b>REDACTED</b>		Phone Number <b>REDACTED</b>																																																		
Applicant Name: <b>Mountainview Thoroughbred Racing Association, LLC</b>																																																						
Current Title or Position <b>Secretary</b>																																																						
Address Line 1 <b>825 Berkshire Boulevard</b>		Address Line 2																																																				
Address Line 3		City <b>Wyoming</b>		State/Province <b>PA</b>		Postal Code <b>19610</b>		Fax Number																																														
Country		Email Address		Phone Number																																																		
<table border="1"> <thead> <tr> <th colspan="3">Dates, Titles and/or Positions Held (starting with current position and working backwards)</th> <th>Annual Compensation \$ Value</th> <th>Composition of Compensation (Specify salary, wages, commissions, fees, bonus or other)</th> </tr> <tr> <th>From Date</th> <th>To Date</th> <th>Title or Position</th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td>Please refer to Carl Sottosanti's</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td>Personal Supplement and</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td>Multi-Jurisdiction Form</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td>on file with the Board.</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>										Dates, Titles and/or Positions Held (starting with current position and working backwards)			Annual Compensation \$ Value	Composition of Compensation (Specify salary, wages, commissions, fees, bonus or other)	From Date	To Date	Title or Position					Please refer to Carl Sottosanti's					Personal Supplement and					Multi-Jurisdiction Form					on file with the Board.																	
Dates, Titles and/or Positions Held (starting with current position and working backwards)			Annual Compensation \$ Value	Composition of Compensation (Specify salary, wages, commissions, fees, bonus or other)																																																		
From Date	To Date	Title or Position																																																				
		Please refer to Carl Sottosanti's																																																				
		Personal Supplement and																																																				
		Multi-Jurisdiction Form																																																				
		on file with the Board.																																																				

\* Make additional copies and attach additional pages as necessary.



# Schedule 5: Current Officers, Directors/Partners and Trusts

Provide the following information for all officers, directors/partners and trustees, grantors or beneficiaries of a trust that is required to be licensed as a principal under this chapter.

First Name		Middle Name		Last Name		Suffix (Jr., Sr., etc.)		Date of Birth	
William		Joseph		Fair				REDACTED	
Address Line 1		REDACTED							
Address Line 3									
Country		Email Address		City		State/Province		Postal Code	
REDACTED		REDACTED		REDACTED		REDACTED		REDACTED	
Applicant Name:		Applicant Address							
		Mountainview Thoroughbred Racing Association, LLC		Current Title or Position		Treasurer			
Address Line 1		825 Berkshire Boulevard							
Address Line 3									
Country		Email Address		City		State/Province		Postal Code	
				Wyomissing		PA		19610	
								Phone Number	
								Fax Number	
From Date		To Date		Title or Position		Annual Compensation \$ Value		Composition of Compensation	
								(Specify salary, wages, commissions, fees, bonus or other)	
				Please refer to William Fair's					
				Personal Supplement and					
				Multi-Jurisdiction Form					
				on file with the Board.					

\* Make additional copies and attach additional pages as necessary.

**Schedule 6: Former (no longer active) Officers, Directors/Partners and Trustees**

Provide the following information for all officers, directors/partners and trustees who are no longer actively involved with Applicant but who held a position during the last ten (10) year period.

Name and Home Address									
First Name		Middle Name		Last Name		Suffix (Jr., Sr., etc.)		Date of Birth	
Address Line 1		Address Line 2							
Address Line 3		City		State/Province		Postal Code			
Country		Email Address		Phone Number		Fax Number			
Applicant Address									
Applicant Name:		most recent Titles or Positions							
Address Line 1		Address Line 2							
Address Line 3		City		State/Province		Postal Code			
Country		Email Address		Phone Number		Fax Number			
Dates, Titles and/or Positions Held (starting with most recent and working backwards)				Annual compensation & value		Reason for Leaving			
From Date	To Date	Title or Position							
		Please refer to Schedule 4 of							
		Applicant's May 2017 license renewal							
		submission on file with the Board.							
		+							

\* Make additional copies and attach additional pages as necessary.

# **Schedule 7: Employees Earning Over \$250,000 in Annual Compensation From Applicant**

Provide the following information for all employees earning over \$250,000 in annual compensation from applicant. Do not include persons already listed on Schedule 5.

Name and Home Address									
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)		Date of Birth				
REDACTED		REDACTED			REDACTED				
Address Line 1		REDACTED							
Address Line 3		REDACTED							
Country	Email Address	City	State/Province	Phone Number	Postal Code	Fax Number			
REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED			
Applicant Address									
Applicant Name:		REDACTED							
Address Line 1		REDACTED							
Address Line 3		REDACTED							
Country	Email Address	City	State/Province	Phone Number	Postal Code	Fax Number			
REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED			
Dates, Titles and/or Positions Held (starting with current position and working backwards)									
From Date	To Date	Title or Position	Annual Compensation & Value	Composition of Compensation	(Specify salary, wages, commissions, fees, bonus or other)				
REDACTED		REDACTED							

\* Make additional copies and attach additional pages as necessary

# **Schedule 8: Bonus, Profit Sharing, Pension Retirement, Deferred Compensation & Similar Plans**

Provide the following information and attach a description of plans as Appendix 3.

Title of Name of Plan		<b>Plan</b>	
<b>REDACTED</b>			
<b>Plan Trustee Name &amp; Address</b>			
Trustee Name			
Address Line 1			
Address Line 2			
Address Line 3		City	State/Province
Country		Phone Number	Postal Code
Email Address		Fax Number	
<b>Plan Specifications</b>			
Material Features of The Plan			
Methods of Financing Plan			
Class of Persons In Plan	Number of Individuals in each Class	Amount Distributed to each Class of Persons during the last fiscal year the plan was in effect	

\* Make additional copies and attach additional pages as necessary.

Provide the following information for all of applicant's stock.

If the right of holders of any class of stock may be modified otherwise than by a vote of a majority or more of outstanding shares so affected, voting as a class, so state and explain briefly.



**Schedule 10A: Interest of Current Partners (for Partnerships, LLPs, Limited Partnerships, LLCs)**

Provide the following information for each partner.

Partner Name and Home Address					
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth	
REDACTED					
Address Line 1					
Address Line 2					
Address Line 3					
Country		City	State/Province	Postal Code	
Email Address		Phone Number	Fax Number		
Partnership Interest					
Partner Type	Percentage of Ownership in applicant	Partnership Participation from	Description of Participation in the Operation of the Applicant		
<input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent/Secret Partner <input type="checkbox"/> Nominal Partner <input type="checkbox"/> Limited Liability Interest <input type="checkbox"/> Other: _____					

\* Make additional copies and attach additional pages as necessary.



**Schedule 10B: Interest of Former Partners (for Partnerships, LLPs, Limited Partnerships, LLCs)**

Provide the following information for each former partner for the last ten (10) years.

Former Partner Name and Home Address									
First Name <b>REDACTED</b>		Middle Name		Last Name		Suffix (Jr., Sr., etc.)		Date of Birth	
Address Line 1				Address Line 2					
Address Line 3				City		State/Province		Postal Code	
Country		Email Address		Phone Number		Fax Number			
Partnership Interest									
partner type	percentage of ownership applicant	partnership participation from	Partnership participation to	Description of participation in the operation of the applicant	reasons for and terms of separation				
<input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent/Secret Partner <input type="checkbox"/> Nominal Partner <input type="checkbox"/> Limited Liability Interest <input type="checkbox"/> Other _____									

\* Make additional copies and attach additional pages as necessary.

Provide the following information for each person who has controlling interest as that term is defined in §1103 of the Gaming Act, 58 Pa. Code §401a.3.

\* Make additional copies and attach additional pages as necessary.

### Schedule 12: Long Term Debt

Describe the nature, type, covenants and priorities of all outstanding bonds, loans, mortgages, trust deeds, notes, debentures or other forms of indebtedness issued or executed (including loans made by shareholders), or to be issued or executed, by the applicant, which mature more than one year from the date of issuance or which, by their terms, are renewable for a period of more than one (1) year from the date of issuance. Attach description and documentation as Appendix 4.

Long Term Debt Instrument							
Line	Long Term Debt Instrument Type	Issue Date	Repayment Due Date	Principle	Annual Interest Rate	Renewable?	Description and Documentation Attached?
	<input type="checkbox"/> Bond <input type="checkbox"/> Loan <input type="checkbox"/> Mortgage <input type="checkbox"/> Trust Deed <input type="checkbox"/> Note <input type="checkbox"/> Debenture <input type="checkbox"/> Shareholder Loan <input type="checkbox"/> Other _____					<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Terms, covenants, conditions and priorities for this debt instrument <b>Does not apply.</b>							

Long Term Debt Instrument							
Line	Long Term Debt Instrument Type	Issue Date	Repayment Due Date	Principle	Annual Interest Rate	Renewable?	Description and Documentation Attached?
	<input type="checkbox"/> Bond <input type="checkbox"/> Loan <input type="checkbox"/> Mortgage <input type="checkbox"/> Trust Deed <input type="checkbox"/> Note <input type="checkbox"/> Debenture <input type="checkbox"/> Shareholder Loan <input type="checkbox"/> Other _____					<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Terms, covenants, conditions and priorities for this debt instrument							



**Schedule 14: Other Indebtedness and Security Devices**

Describe the nature, type, terms, conditions and covenants of all outstanding loans, mortgages, trust deeds, pledges, lines of credit, or other evidence of indebtedness or security devices utilized by applicant other than those described in Schedule 12. Attach description and documentation as Appendix 5.

Other Indebtedness and Security Devices	
REDACTED	

### Schedule 15: Holder of Other Indebtedness

Provide the following information for each holder of any outstanding loan, mortgage, trust deed, pledge or other evidence of indebtedness or security devices utilized by applicant and described in response to schedule 14.

First Name <b>REDACTED</b>		Middle Name		Last Name		Suffix (Jr., Sr., etc.)		Date of Birth	
Address Line 1		Address Line 2							
Address Line 3		City		State/Province		Postal Code			
Country		Email Address		Phone Number		Fax Number			
Type of Debt Instrument Held		Dollar Amount of Debt Held (Both Original and Current Balance)							
First Name		Middle Name		Last Name		Suffix (Jr., Sr., etc.)		Date of Birth	
Address Line 1		Address Line 2							
Address Line 3		City		State/Province		Postal Code			
Country		Email Address		Phone Number		Fax Number			
Type of Debt Instrument Held		Dollar Amount of Debt Held (Both Original and Current Balance)							

\* Make additional copies and attach additional pages as necessary.

### Schedule 16: Securities Options

Provide the following information and attach as Appendix 6 a detailed description of any options existing or to be created with respect to securities issued by applicant which description shall include, but not be limited to, the title and amount of securities subject to option, the year or years during which the options were or will be granted, the conditions under which the options were or will be granted, the consideration for granting the option and the year or years during which, and the terms under which, optionees became or will become, entitled to exercise the options, and when such options expire. (OR include copies of any outstanding option plans or proxy statements that provide the requested information.) NOTE: For the purpose of this schedule, option shall mean right, warrant or option to subscribe to or purchase any securities issued by applicant.

Security Option				
Option Name	Security Type or Class Optioned	Option Grant Years	Option Expiration Date	Copy of option plan or proxy statement attached as Appendix 6? <input type="checkbox"/> Yes <input type="checkbox"/> No
<p>Conditions under which option holder may become or will become entitled to exercise options</p> <div style="background-color: black; color: white; text-align: center; padding: 20px; font-size: 2em; font-weight: bold;">REDACTED</div>				
Security Option				
Option Name	Security Type or Class Optioned	Option Grant Years	Option Expiration Date	Copy of option plan or proxy statement attached as Appendix 6? <input type="checkbox"/> Yes <input type="checkbox"/> No
<p>Conditions under which option holder may become or will become entitled to exercise options</p>				
Security Option				
Option Name	Security Type or Class Optioned	Option Grant Years	Option Expiration Date	Copy of option plan or proxy statement attached as Appendix 6? <input type="checkbox"/> Yes <input type="checkbox"/> No
<p>Conditions under which option holder may become or will become entitled to exercise options</p>				

\* Make additional copies and attach additional pages as necessary.

Provide the following information for persons holding the options described in Schedule 16.

[illegible]

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### Schedule 18: Other Principals

Provide the following information for all principals not otherwise disclosed on schedules 1, 5, 10, 10A, 11, 13 and 15. Include individuals and entities that have a 1% or greater indirect ownership interest in an applicant or licensee; however, individuals or entities who hold less than 5% of the voting securities of an applicant or licensee or an intermediary or holding company of an applicant or licensee that is a publicly traded company shall not be required to be licensed as a principal.

Name and Address					
First Name Entity Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth	
<div> <div>Address Line 1</div> <div>Address Line 2</div> <div>Address Line 3</div> </div>					
Country		City	State/Province	Postal Code	Fax Number
Email Address		Phone Number			
Describe Nature, Type, Terms and Conditions of Interest in or Control Over Applicant					

\* Make additional copies and attach additional pages as necessary.

Provide the following information with respect to each bank, savings and loan association or other financial institution, whether domestic or foreign, in which applicant has or has had an account over the last ten (10) year period regardless of whether such account was held in the name of applicant, a nominee of applicant or was otherwise under the direct or indirect control of applicant.

[illegible]

PGCB-CAT-0118

REDACTED

Account Name	Account #	Account Type	Date Opened	Date Closed	ARA
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REDACTED

REDACTED

# Schedule 20: Contracts

Provide the following information with respect to all contracts or agreements (whether written or oral) that applicant has entered into within the past six (6) months, for goods and/or services in excess of \$100,000. Contracts and agreements disclosed elsewhere in this application need not be provided on this schedule.

Name		Name and Address		Federal Employer Identification Number/tax identification number/social security number	
Address		Contract Start Date	Contract completion Date		
Address Line 1		Address Line 2			
Address Line 3		City	State/Province	Postal Code	
Country	Email Address	Phone Number		Fax Number	
Nature of contract or Agreement and goods and/or services to be provided		Terms of compensation			
<div style="background-color: black; color: white; font-size: 48pt; padding: 20px; margin: 0 auto; width: 80%;"> REDACTED </div>					

### Schedule 21: Stock Held by Applicant

Provide the following information with respect to each company in which applicant holds stock.

[illegible]

## Schedule 22: Insider Transactions

Provide the following information for each change in the beneficial ownership of the equity securities of applicant on the part of any person who is indirectly or directly a beneficial owner of more than ten percent (10%) of any class of an equity security of applicant or who is or was within that period a director or officer of applicant that occurred within the five (5) years preceding this application. [Include changes resulting from (a) gift, (b) purchase, (c) sale, (d) exercise of an option to purchase, (e) exercise of an option to sell, (f) grant or receipt of a put or (g) grant or receipt of a call.]

Name and Home Address					
First Name <b>REDACTED</b>	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth	
Address Line 1					
Address Line 2					
Address Line 3		City	State/Province	Postal Code	
Country	Email Address		Phone Number	Fax Number	
Position					
Insider Transaction Description					
Date of Transaction	Nature of Transaction	Number of Shares Involved	Dollar Value of Transaction	Other Parties (Names & Positions)	

\* Make additional copies and attach additional pages as necessary.

## Schedule 23: Criminal History

If Applicant answered YES to questions 1, 1A or 1B on page 4, provide the following information:

Criminal History Incident						
Name of Case & Docket Number	Nature of Charge or Complaint	Date of Charge or Complaint	Disposition (Acquitted, Convicted, Dismissed, Etc.)	Name and Address of Law Enforcement Agency or Court Involved	Sentence	name of officer, director/partner, trustee or Key Employee
	Does not apply.					

**Schedule 24: Testimony, Investigations or Polygraphs**

If Applicant Answered YES to question 2 on page 4, provide the following information:

<b>Testimony, Investigation or Polygraph Incident</b>			
Name and Address of Court or Agency	Was testimony given? <input type="checkbox"/> Yes <input type="checkbox"/> No	Date on which testimony was given	Approximate time period of investigation
Nature of Proceedings or Investigation and name of officer, Director/Partner, trustee, Key Employee or Key Employee Qualifier involved. <div style="background-color: black; color: white; text-align: center; padding: 20px; font-size: 2em; font-weight: bold;">REDACTED</div>			
<b>Testimony, Investigation or Polygraph Incident</b>			
Name and Address of Court or other Agency	Was testimony given? <input type="checkbox"/> Yes <input type="checkbox"/> No	Date on which testimony was given	Approximate time period of investigation
Nature of Proceedings or Investigation and name of officer, Director/Partner, trustee, Key Employee or Key Employee Qualifier involved.			
<b>Testimony, Investigation or Polygraph Incident</b>			
Name and Address of Court or other Agency	Was testimony given? <input type="checkbox"/> Yes <input type="checkbox"/> No	Date on which testimony was given	Approximate time period of investigation
Nature of Proceedings or Investigation and name of officer, Director/Partner, trustee, Key Employee or Key Employee Qualifier involved.			





**Schedule 25: Existing Litigation**

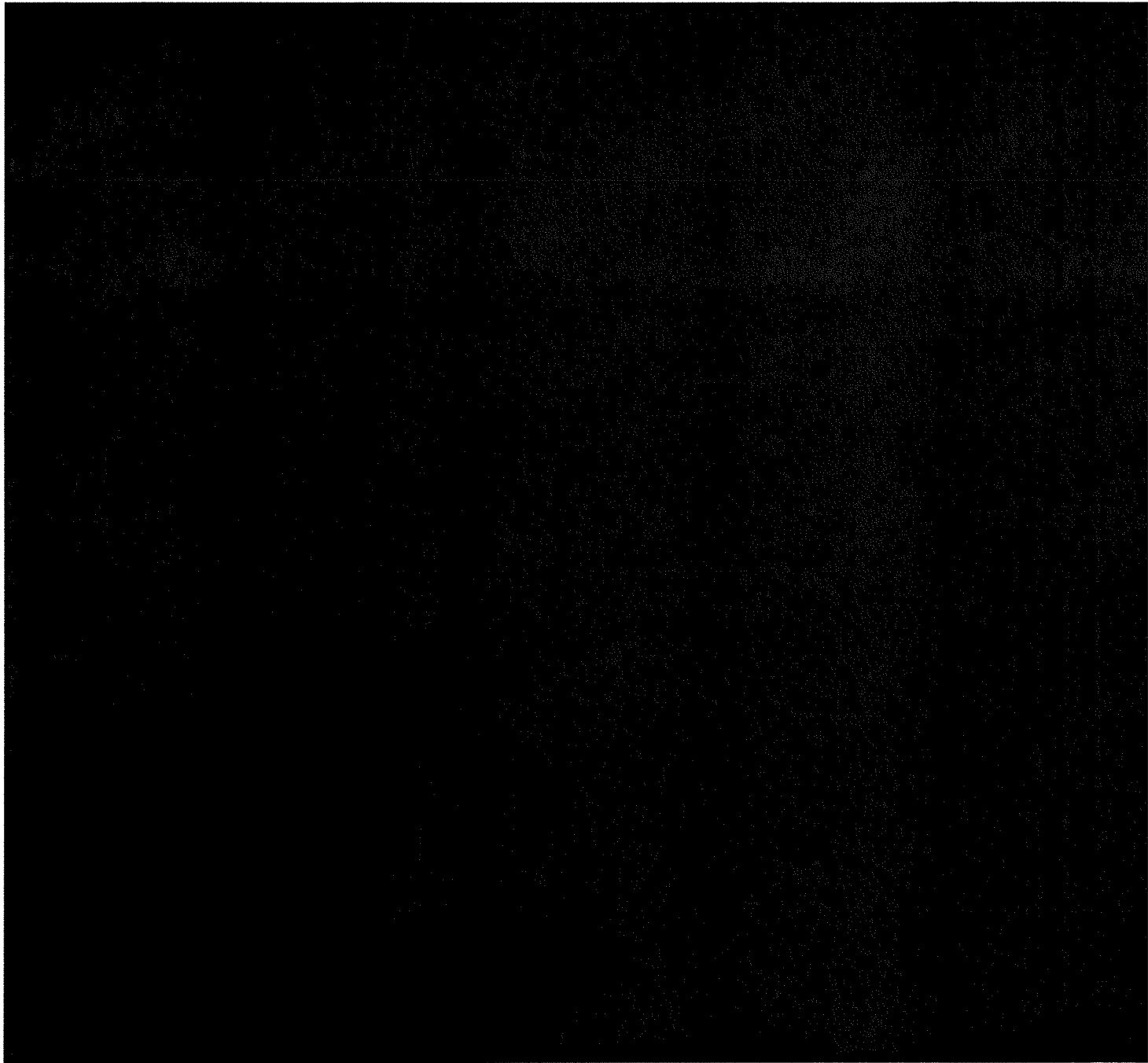
Provide the following information and attach as Appendix 7 a description of all existing civil litigation to which applicant, its parent, affiliate, or subsidiary is presently a party, whether in this Commonwealth or in another jurisdiction. Do not include any litigation in which the damages may not reasonably be expected to exceed \$100,000 or litigation in which damages may be expected to exceed \$100,000, but which involves claims against applicant which are fully and completely covered under an insurance policy held by the applicant with a licensed insurance carrier. This description must include the title and docket number of the litigation, the name and location of the court before which it is pending, the identity of all parties to the litigation and the general nature of all claims being made.

Existing Litigation	
Name of Case and Docket Number	Location and Name of Court before which litigation is pending
<p>Names of all parties to litigation</p> <p><b>None. Applicant is a wholly-owned subsidiary of Mountainview Thoroughbred Racing Association, LLC ("MTRA") which is a wholly-owned subsidiary of Penn National Gaming, Inc. ("PENN"). See MTRA's quarterly Statement of Conditions reports on file with the Board for litigation updates for PENN and MTRA.</b></p> <p>Nature of the claims</p>	
Existing Litigation	
Name of case and docket number	Location and Name of Court before which litigation is pending
<p>Names of all parties to litigation</p>	
<p>Nature of the claims</p>	

**Schedule 26: Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations**

If applicant answered YES to questions 3 or 4 on page 4, provide the following information:

Violation		Name and Address of Agency or Court Involved
Name of Case & Docket Number	Date of Judgment, Order or decree	
Nature of Offense		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order		
None for Applicant. REDACTED		
REDACTED		
Violation		Name and Address of Agency or Court Involved
Name of Case & Docket Number	Date of Judgment, Order or decree	
Nature of Offense		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order		



**Schedule 27: Bankruptcy or Insolvency Proceedings**

If applicant answered YES to questions 5, 6 and/or 7 on page 4, provide the following:

<b>Bankruptcy or Insolvency Proceedings</b>			
Name of Case & Docket Number	Date Petition Filed or Relief Sought	Name and Address of Agency or Court Involved	
	Date Judgment or Relief Entered	Name of Court Appointed Receiver, agent or trustee	Date Receiver, agent or trustee appointed
<b>Nature of Judgment or Relief</b>  <b>Please refer to Penn National Gaming, Inc.'s May 2017 renewal submissions on file with the Board.</b>			

### Schedule 28: Non-Gaming Licenses and Permits

If Applicant answered YES to question 8 on page 5, provide the following information for the last ten (10) year period:

Applicant Licensing (Government Issued – Non-gaming)				
Type of License or Permit	Name and Location of Government Agency	Application Number	Disposition	Date of Disposition
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	

Applicant intends to acquire liquor, cigarette, lottery, and retail food facility licenses. This response will be supplemented when acquired.

**Schedule 29: Gaming Licenses and Permits**

If Applicant answered YES to question 9 on page 5 provide the following information for the last ten (10) year period:

Applicant Licensing (Government Issued -Gaming)				
Type of License or Permit	Name and Location of Government Agency	Application Number	Disposition	Date of Disposition
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	
			<input type="checkbox"/> Granted <input type="checkbox"/> Denied <input type="checkbox"/> Pending <input type="checkbox"/> Expired <input type="checkbox"/> Suspended <input type="checkbox"/> Conditioned <input type="checkbox"/> Withdrawn <input type="checkbox"/> Revoked	

If granted, provide the license/permit number and expiration date. If DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, provide details.

**None for Applicant. Applicant is a wholly-owned subsidiary of Mountaintop Thoroughbred Racing Association, LLC which is a wholly-owned subsidiary of Penn National Gaming, Inc. See attached.**

Penn National Gaming, Inc.

*CASINO AND RACETRACK LICENSES HELD*

Current as of 10/22/18

Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
Penn National Gaming, Inc. - REDACTED	N/A	CO	Colorado Division of Gaming	17301 W. Colfax Ave., Suite 135, Golden, CO 80401	Associated Business Gaming License	2018	September, 2020
Ameristar Casino Black Hawk, LLC - REDACTED	Ameristar Black Hawk	CO	Colorado Division of Gaming	17301 W. Colfax Ave., Suite 135, Golden, CO 80401	Mfg/Distributor Type-2	Oct 2018 (PNK Transaction)	December, 2019
Ameristar Casino Black Hawk, LLC - REDACTED	Ameristar Black Hawk	CO	Colorado Division of Gaming	17301 W. Colfax Ave., Suite 135, Golden, CO 80401	Operator License	Oct 2018 (PNK Transaction)	December, 2019
Ameristar Casino Black Hawk, LLC - REDACTED	Ameristar Black Hawk	CO	Colorado Division of Gaming	17301 W. Colfax Ave., Suite 135, Golden, CO 80401	Retailer-Type 2	Oct 2018 (PNK Transaction)	December, 2019
Penn Sanford, LLC - REDACTED	Sanford-Orlando Kennel Club	FL	Florida Dept of Pari-Mutuel Wagering	Northwood Centre 1940 North Monroe Street Tallahassee, FL 32399	Greyhound Racing	2007	June, 2019
SOKC, LLC - REDACTED	Sanford-Orlando Kennel Club	FL	Florida Dept of Pari-Mutuel Wagering	Northwood Centre 1940 North Monroe Street Tallahassee, FL 32399	Greyhound Racing	2007	June, 2019
Penn National Gaming, Inc. - REDACTED	N/A	IA	Iowa Racing and Gaming Commission	1300 Des Moines, Suite 100, Des Moines, IA 50309	Found Suitable	2018	August, 2020
Ameristar Casino Council Bluffs, LLC - REDACTED	Ameristar Council Bluffs	IA	Iowa Racing and Gaming Commission	1300 Des Moines, Suite 100, Des Moines, IA 50309	Excursion Boat License	Oct 2018 (PNK Transaction)	March, 2019
Alton Casino, LLC - REDACTED	Alton Belle Casino	IL	Illinois Gaming Board	160 N. LaSalle, 3rd Floor Chicago, IL 60601 312.814.4710	Riverboat Gaming License	2005	November, 2019



Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
HC Joliet, LLC - REDACTED	Hollywood Casino Joliet	IL	Illinois Gaming Board	160 N. LaSalle, 3rd Floor Chicago, IL 60601 312.814.4710	Riverboat Gaming License	2005	July, 2022
HC Aurora, LLC - REDACTED	Hollywood Casino Aurora	IL	Illinois Gaming Board	160 N. LaSalle, 3rd Floor Chicago, IL 60601 312.814.4710	Riverboat Gaming License	2003	December, 2018
Illinois Gaming Investors, LLC - REDACTED	Prairie State Amusements, LLC	IL	Illinois Gaming Board	160 N. LaSalle, 3rd Floor Chicago, IL 60601 312.814.4710	VGT License	2015	February, 2019
Indiana Gaming Company, LLC - REDACTED	Hollywood Casino Lawrenceburg	IN	Indiana Gaming Commission	101 W. Washington Street East Tower, Suite 1600 Indianapolis, IN 46204 317.233.0046	Riverboat Owner's License	2005	December, 2018
Ameristar Casino East Chicago, LLC - REDACTED	Ameristar Casino Hotel East Chicago	IN	Indiana Gaming Commission	101 W. Washington Street East Tower, Suite 1600 Indianapolis, IN 46204 317.233.0046	Riverboat Owner's License	Oct 2018 (PNK Transaction)	April, 2019
Kansas Entertainment, LLC - REDACTED	Hollywood Casino Kansas (50 % joint venture with affiliate of International Speedway Co)	KS	Kansas Racing & Gaming Commission	700 SW Harrison, Suite 500 Topeka, KS 66603-3754	Found Suitable	2012	July, 2019
Kansas Entertainment, LLC - REDACTED	Hollywood Casino Kansas (50 % joint venture with affiliate of International Speedway Co)	KS	Kansas Lottery	128 N Kansas Avenue, Topeka, KS 66603	Lottery Facility Manager	2012	July, 2019
Penn National Gaming, Inc. - REDACTED	N/A	LA	Louisiana Gaming Board/State Police	7919 Independence Blvd., Bldg A, Baton Rouge, LA 70806	Found Suitable	2018	July, 2023
PNK (Bossier City), LLC - REDACTED	Boomtown Bossier City	LA	Louisiana Gaming Board/State Police	7919 Independence Blvd., Bldg A, Baton Rouge, LA 70806	Riverboat Gaming License	Oct 2018 (PNK Transaction)	November, 2019
Louisiana-I Gaming, a Louisiana Partnership in Commendam - REDACTED	Boomtown New Orleans	LA	Louisiana Gaming Board/State Police	7919 Independence Blvd., Bldg A, Baton Rouge, LA 70806	Riverboat Gaming License	Oct 2018 (PNK Transaction)	March, 2020

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Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
PNK (Baton Rouge) Partnership - REDACTED	L'Auberge Casino Hotel Baton Rouge	LA	Louisiana Gaming Board/State Police	7919 Independence Blvd., Bldg A, Baton Rouge, LA 70806	Riverboat Gaming License	Oct 2018 (PNK Transaction)	August, 2019
PNK (Lake Charles), LLC - REDACTED	L'Auberge Lake Charles Casino Hotel	LA	Louisiana Gaming Board/State Police	7919 Independence Blvd., Bldg A, Baton Rouge, LA 70806	Riverboat Gaming License	Oct 2018 (PNK Transaction)	April, 2022
Plainville Gaming and Redevelopment, LLC - REDACTED	Plainridge Racecourse	MA	Massachusetts Gaming Commission, Division of Racing	84 State St., Suite 720, Boston, MA 02109; 617-979-8400	Harness Horse Race License	2013	October, 2019
Plainville Gaming and Redevelopment, LLC - REDACTED	Plainridge Park Casino	MA	Massachusetts Gaming Commission	84 State St., Suite 720, Boston, MA 02109; 617-979-8400	Category 2 Slots Parlor License	2014	June, 2020
Penn ADW, LLC	Plainridge Park Casino	MA	Massachusetts Gaming Commission	84 State St., Suite 720, Boston, MA 02109; 617-979-8400	Account Deposit Wagering	2017	December, 2019
HC Bangor, LLC - REDACTED	Hollywood Slots, Hotel & Raceway	ME	Maine Harness Racing Commission	28 State House Station Augusta, Maine 04333-0028 207.287.3221	Live Racing	2004	December, 2018
HC Bangor, LLC - REDACTED	Hollywood Slots, Hotel & Raceway	ME	Maine Gambling Control Board	45 Commerce Drive 87 SHS Augusta, Maine 04333-0087 207.626.3900	Casino operator license	2004	February, 2019
St. Louis Gaming Ventures, LLC - REDACTED	Hollywood Casino St. Louis	MO	Missouri Gaming Commission	3417 Knipp Drive Jefferson City, MO 65109 573.526.4080	Class B Gaming License	2012	10/31/2018/ Pending Renewal
The Missouri Gaming Company, LLC - REDACTED	Argosy Riverside Casino	MO	Missouri Gaming Commission	3417 Knipp Drive Jefferson City, MO 65109 573.526.4080	Class B Gaming License	2005	Feb-22
Penn National Gaming, Inc. - REDACTED	N/A	MO	Missouri Gaming Commission	3417 Knipp Drive, Jefferson City, MO 65109; 573-526-4080	Class A License	2005	Feb-22

Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
	River City Casino Hotel	MO	Missouri Gaming Commission	3417 Knipp Drive, Jefferson City, MO 65109; 573-526-4080	Class B License	Oct 2018 (PNK Transaction)	October, 2021
BSLO, LLC - REDACTED	Hollywood Casino Gulf Coast	MS	Mississippi Gaming Commission	620 North Street, Suite 200 Jackson, MS 39202 601.576.3800	Gaming/Operator License	2000	October, 2019
BTN, LLC - REDACTED	Boomtown Casino Biloxi	MS	Mississippi Gaming Commission	620 North Street, Suite 200 Jackson, MS 39202 601.576.3800	Gaming/Operator License	2000	October, 2019
HWCC-Tunica, LLC - REDACTED	Hollywood Casino Tunica	MS	Mississippi Gaming Commission	620 North Street, Suite 200 Jackson, MS 39202 601.576.3800	Gaming/Operator License	2003	October, 2019
RIH Acquisitions MS II, LLC	Bally's Casino Tunica	MS	Mississippi Gaming Commission	620 North Street, Suite 200 Jackson, MS 39202 601.576.3800	Gaming/Operator License	2017	April, 2020
RIH Acquisitions MS 1, LLC	Resorts Casino Tunica	MS	Mississippi Gaming Commission	620 North Street, Suite 200 Jackson, MS 39202 601.576.3800	Gaming/Operator License	2017	April, 2020
PNK Vicksburg, LLC - REDACTED	Ameristar Vicksburg	MS	Mississippi Gaming Commission	620 North Street, Suite 200 Jackson, MS 39202 601.576.3800	Gaming License	Oct 2018 (PNK Transaction)	April, 2019
FR Park Racing, L.P.	Freehold Race (49.95% owned by PNG but not managed by PNG)	NJ	New Jersey Racing Commission	140 East Front Street 4th Floor PO Box 088 Trenton, NJ 08625	Horse Race License	1999	December, 2018
FR Park Racing, L.P.	Freehold Race (49.95% owned by PNG but not managed by PNG)	NJ	New Jersey Racing Commission	140 East Front Street 4th Floor PO Box 088 Trenton, NJ 08625	Sports Wagering License	2018	Jun-19
Penn NJ OTW, LLC - REDACTED	Favorites at Gloucester Township	NJ	New Jersey Racing Commission	140 East Front Street 4th Floor PO Box 088 Trenton, NJ 08625	Horse Race License	2014 (Feb.)	December, 2018

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Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
Zia Park LLC - REDACTED	Zia Park and Black Gold Casino	NM	New Mexico Gaming Control Board	4900 Alameda Boulevard NE Albuquerque, NM 87113 505.841.9700	Operator License	2007	Apr-19
Zia Park LLC - REDACTED	Zia Park and Black Gold Casino	NM	Racing Commission of the State of NM	4900 Alameda Boulevard NE Suite A Albuquerque, NM 87113 505.222.0700	Simulcast License	2007	December, 2018
Penn National Gaming, Inc. - REDACTED	N/A	NM	New Mexico Gaming Control Board	4900 Alameda Boulevard NE, Albuquerque, NM 87113; 505-841-9700	Operator License	2007	April, 2019
Zia Park LLC - REDACTED	Zia Park and Black Gold Casino	NM	Racing Commission of the State of NM	See above	Horse Race License	2007	December, 2018
Penn ADW, LLC	Hollywood Races	NY	NY Gaming Commission	One Broadway Center, Schenectady, NY 12305	Temporary Simulcast and Multi-Jurisdictional	March, 2017	January, 2019
LVGV, LLC - REDACTED	The M Resort Spa Casino	NV	Nevada Gaming Commission	1819 College Parkway Carson City, NV 89706	Finding of Suitability	2011	No expiration date
Tropicana Las Vegas, Inc. - REDACTED	Tropicana	NV	Nevada Gaming Commission	1819 College Parkway Carson City, NV 89706	Finding of Suitability/Casino License	2015 (Aug)	No expiration date
Cactus Pete's LLC - REDACTED	Cactus Pete's	NV	Nevada Gaming Commission	1819 College Parkway Carson City, NV 89706	Gaming License	Oct 2018 (PNK Transaction)	No expiration date
Youngstown Real Estate Ventures, LLC - REDACTED	Hollywood Gaming at Mahoning Valley Racecourse	OH	Ohio State Racing Commission	77 S. High St. - 18th Floor Columbus, OH 43215-6108 614.466.2757	Permit to Conduct A Commercial Horse Race Meeting	2014 (Sept)	Thoroughbred #1- Permit C18-11- expires 7/24/18; Thoroughbred #2- Permit C18-12- expires 12/31/18; Quarter Horse #1- Permit C18-13- expires 10/22/18;
Youngstown Real Estate Ventures, LLC - REDACTED	Hollywood Gaming at Mahoning Valley Racecourse	OH	Ohio Lottery Commission	615 W. Superior Ave. Cleveland, OH 44113	Video Lottery Sales Agent	2014 (Sept)	September, 2019

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Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
Dayton Real Estate Ventures, LLC - REDACTED	Hollywood Gaming at Dayton Raceway	OH	Ohio Lottery Commission	616 W. Superior Ave., Cleveland OH 44113	Video Lottery Sales Agent	2014 (Aug)	August, 2019
Dayton Real Estate Ventures, LLC - REDACTED	Hollywood Gaming at Dayton Raceway	OH	Ohio State Racing Commission	77 S. High St. - 18th Floor Columbus, OH 43215-6108 614.466.2757	Permit to Conduct A Commercial Horse Race Meeting	2014 (Aug)	Harness #1 Permit C18-61-expires 7/31/18; Harness #2 Permit C18-62-expires 12/31/18
Toledo Gaming Ventures, LLC - REDACTED	Hollywood Casino Toledo	OH	Ohio Casino Control Commission	10 West Broad Street, 6th Floor Columbus OH, 43215	Casino operator license	2012	Oct-19
Central Ohio Gaming Ventures, LLC - REDACTED	Hollywood Casino Columbus	OH	Ohio Casino Control Commission	10 West Broad Street, 6th Floor Columbus OH, 43215	Casino operator license	2012	September, 2021
Penn Tenant, LLC - REDACTED	N/A	OH	Ohio Casino Control Commission	10 West Broad Street, 6th Floor Columbus OH, 43215	Gaming-Related Vendor License	2013	August, 2019
Mountainview Thoroughbred Racing Association - REDACTED	Hollywood Casino at Penn National Race Course	PA	Pennsylvania Gaming Control Board	PO Box 69060 Harrisburg, PA 17106-9060 717.346.8300	Gaming	2008	Pending Renewal
Mountainview Thoroughbred Racing Association - REDACTED	Hollywood Casino at Penn National Race Course	PA	Pennsylvania State Horse Racing Commission	Agricultural Building, Room 304 2301 N. Cameron, St. Harrisburg, PA 17110	Horse Race License	2008	August, 2019
Penn ADW, LLC	Hollywood Races	PA	Pennsylvania Horse Racing Commission	Agricultural Building, Room 304 2301 N. Cameron, St. Harrisburg, PA 17110	Racing Vendor License #900000249	2017	January, 2019

Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
Marquee by Penn, LLC	VGT	PA	Pennsylvania Gaming Control Board	PO Box 69060 Harrisburg, PA 17106-9060 717.346.8300	VGT License	2018	June, 2023
Washington Trotting Association, LLC - REDACTED	The Meadows Casino	PA	Pennsylvania Gaming Control Board	PO Box 69060 Harrisburg, PA 17106-9060 717.346.8300	Category 1 Slot Operator License	Oct 2018 (PNK Transaction)	March, 2019
Mountain Laurel Racing, Inc. - REDACTED	The Meadows Casino	PA	Pennsylvania State Horse Racing Commission	Agricultural Building, Room 304 2301 N. Cameron, St. Harrisburg, PA 17110		Oct 2018 (PNK Transaction)	
Mountainview Thoroughbred Racing Association - REDACTED	Hollywood Casino at Penn National Race Course	PA	Pennsylvania Gaming Control Board	PO Box 69060 Harrisburg, PA 17106-9060 717.346.8300	Sports Wagering Certificate	2018	June, 2023
Houston Gaming Ventures, Inc. - REDACTED	Sam Houston Race Park (50% owned by PNG and managed by PNG)	TX	Texas Racing Commission	8505 Cross Park Dr. #110 Austin, TX 78754	Found Suitable as an owner	2011	n/a
Sam Houston Race Park, LLC - REDACTED	Sam Houston Race Park	TX	Texas Racing Commission	8505 Cross Park Dr. #110, Austin, TX 78754	Class 1 Horse Racetrack	2011	No expiration date
Valley Race Park, LLC - REDACTED	Valley Race Park	TX	Texas Racing Commission	8505 Cross Park Dr. #110, Austin, TX 78754	Greyhound Racetrack	2011	No expiration date
Hill Lane, LLC - REDACTED	Manor Downs	TX	Texas Racing Commission	8505 Cross Park Dr. #110, Austin, TX 78754	Class 2 Horse Racetrack - Inactive	2016	Inactive Licenses are reviewed/renewed annually by racing commission

Licensed Entity / FEIN	DBA	State	Regulatory Authority	Regulatory Agency Address	Type of License	Year PNGI Acquired/Built	License Exp. Date (Mo-Yr)
PNK (SAM), LLC - REDACTED	Retama Park	TX	Texas Racing Commission	8505 Cross Park Dr. #110, Austin, TX 78754	Racing License	Oct 2018 (PNK Transaction)	2022 - 5yr Renewal
PNGI Charles Town Gaming, LLC - REDACTED	Hollywood Casino at Charles Town Races	WV	West Virginia Racing Commission	310 Lee Road Follansbee, WV 26037 304.558.2150	Race Meeting	1997	December, 2018
PNGI Charles Town Gaming, LLC - REDACTED	Hollywood Casino at Charles Town Races	WV	West Virginia Lottery Commission	312 MacCorkle Avenue, S.E. Charleston, WV 25327 304.558.0500	Casino License	1997	June, 2019
PENDING OR EXPECTED FUTURE LICENSES							



### Schedule 30: Applicant's Contributions and Disbursements

If Applicant answered YES to any of questions 10 through 16 on pages 5 and 6, provide the following information for any present or former directors, officers, employees or third parties who would have knowledge or information of the contributions and/or disbursements during the last ten (10) year period:

Also provide the name, address, date formed and officers of any political action committee during the last ten (10) year period. provide copies of any reports filed by the committee during the last five (5) years, whether federal or state.

If "independent expenditures" have been made, provide a detailed list showing: 1-Date made, 2-recipient of the expenditure, 3-Amount of the expenditure 4-The election it was intended to influence.

Name and Address						
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)			
Address Line 1						
Address Line 3						
Country		Email Address		City	State/Province	Postal Code
		Phone Number		Fax Number		
Name and Address						
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)			
Address Line 1						
Address Line 3						
Country		Email Address		City	State/Province	Postal Code
		Phone Number		Fax Number		
Name and Address						
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)			
Address Line 1						
Address Line 3						
Country		Email Address		City	State/Province	Postal Code
		Phone Number		Fax Number		
Nature of contributions or disbursements						

REDACTED



Penn National Gaming, Inc.  
2018 Corporate Political Contributions  
through 10/12/18

State	Candidate or Committee Name	Amount	Quarter
-------	-----------------------------	--------	---------

ATTACHMENT REDACTED

Schedule 31: Business Background Part 1

Description of Present Business
Applicant is a wholly-owned subsidiary of Mountainview Thoroughbred Racing Association, LLC that will operate Hollywood Casino Morgantown as a Category 4 licensed facility.
Description of Competitive Conditions
Does not apply.
Principal Products Produced and/or Services Rendered
Does not apply.
Availability of Raw Materials, Critical Technology & Employees
Does not apply.
Intellectual Property Owned by Applicant & Importance to Business
Does not apply.

**Schedule 32: Business Background Part 2**

<p align="center"><b>Description of Business Developments Including Bankruptcy, Receivership or Similar Proceedings</b></p>
<p>Does not apply.</p>
<p align="center"><b>Description of Any Other Material Reorganization, Readjustment or Succession of Applicant or Any of its Subsidiaries OR Acquisitions</b></p> <p>Does not apply.</p>
<p align="center"><b>History of Previous Business Conducted by Applicant</b></p>
<p>Does not apply.</p>

Signature Document Section

**APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW**

Completion of this form is a condition of this application and will authorize the Pennsylvania Department of Revenue ("DOR") and the Department of Labor and Industry ("DLI") to review the tax records of the person and/or entity as part of the licensing evaluation by the Pennsylvania Gaming Control Board ("Board"). Your signature on this form also represents a waiver of confidentiality of tax information. Your signature allows the DOR and DLI to provide tax information to the Board and its authorized investigatory agents.

**REDACTED**

Name as Listed on Tax Return

Employer Identification Number/Tax  
Identification Number/Social Security  
Number

**REDACTED**

Address

City

State

Zip Code

I certify that I am the individual whose tax records are to be reviewed. If the tax records are for an entity, I certify that I am the authorized signatory for the Applicant.

**REDACTED**

CEO/Applicant Signature

Telephone Number

Date

**DIVERSITY PLAN STATEMENT**

Slot Machine License Applicant Name Mountainview Thoroughbred Racing Association, LLC

Slot Machine License Applicant Mailing Address 720 Bow Creek Road, Grantville, PA 17028

Slot machine License Applicant Phone Number REDACTED

Equal Opportunity Officer Alex M. Hvizda *Alex Hvizda*

Date Submitted 11 01 2017

Pursuant to Section 1325(b)(1) of the Pennsylvania Race Horse Development and Gaming Act:

**Applicant has developed and implemented a diversity plan.**

**A Copy of this plan is attached.**

**REDACTED**

Signature of CEO

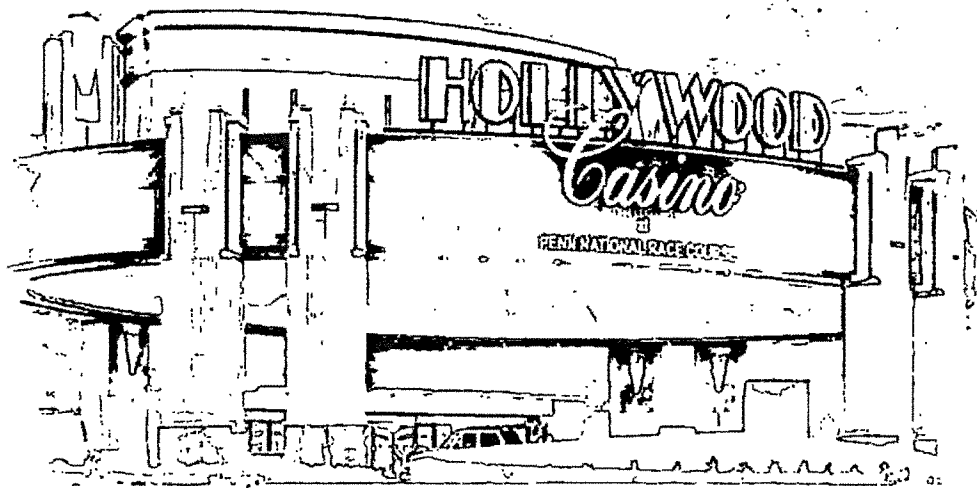
Daniel G. Ihm

Printed Name

10 29 19  
Date

# **HOLLYWOOD** *Casino*

**AT PENN NATIONAL RACE COURSE**



## **DIVERSITY PLAN**

LAST UPDATED: NOVEMBER 2017

***CONFIDENTIAL***

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## **INTRODUCTION**

Hollywood Casino at Penn National Race Course ("HCPN") is pleased to present this Diversity Plan for 2017 - 2018. As an entertainment destination for a diverse community, we are committed to fostering a workplace which champions diversity and inclusion.

HCPN is central Pennsylvania's is Pennsylvania's only fully-integrated racing and gaming facility. The racetrack opened in 1972 followed by the casino on February 12, 2008. HCPN comprises a five-story, 365,000 square foot facility featuring:

- Over 2,300 slot machines
- 75 Table Games
- Live thoroughbred racing and full-card simulcasting year-round
- Live and electronic entertainment
- Meeting/conference rooms (6,500 SF)
- Coffee Shop/Retail
- Five-story parking garage
- Valet parking
- Dining Venues

From its inception, HCPN has embraced the integral role of diversity. This Diversity Plan has been developed to outline the key aspects of our commitment to this important objective. The goals underlying this Diversity Plan are to ensure equal opportunity and to promote diversity in a manner reflective of the local community.

While the Plan refers frequently to "MBE" and "WBE" companies, the inclusive diversity philosophy of HCPN is intended to be more far reaching than simply the inclusion of minorities and women. Our philosophy is to maximize the concept of inclusiveness in building our employment base and supplier network. This Diversity Plan refers to this broader concept of inclusion by the designation "other diverse groups".



## **EXECUTIVE SUMMARY**

### **PURPOSE**

This Plan describes HCPN's commitment to diversity relative to the construction and operation of the property. The Plan outlines specific procedures aimed at ensuring equal opportunity and diversity in employment, contracting, operations and community relations. The Plan emphasizes our commitment to diversity as it relates to our employees, our vendors, our business partners and our community. In sum, we appreciate and respect diversity in all aspects of our business operations and we look forward to supporting and participating in the local community as we build a regional engine of economic growth.

### **REPORTING STRUCTURE**

HCPN established its Diversity Committee in June 2007 to oversee all diversity initiatives for the company. The Committee is responsible for advancing the diversity and inclusion strategy by setting strategic direction and managing all aspects of the strategy. The General Manager chairs the Committee, which is comprised of members of senior management.

The Compliance Manager has been designated HCPN's diversity officer.

### **STRATEGY FOR SUCCESS**

HCPN's seeks to achieve its twin goals of ensuring equal opportunity and promoting diversity in a manner that reflects and includes the local community. The four focus areas of this Plan are:

- Construction
  - Build and enhance relationships within the community to raise awareness and identify qualified contractors and suppliers.
  - Include minority and women business enterprises, as well as other diverse groups in planned new construction and expansion projects.
- Procurement/Vendor Purchasing
  - Build and enhance relationships within the community to raise awareness and identify qualified vendors.
  - Ensure that all qualified vendors are given equal access to bid on our business.

- Employment
  - Build and enhance relationships within the community to raise awareness and identify potential candidates for employment.
  - Foster an inclusive work environment that results in both personal and business success.
- Community Involvement
  - Support our community and be a responsible corporate citizen.
  - Encourage participation in community initiatives across the entire organization.

## **DEFINITIONS**

Diversity refers to the variety of backgrounds and characteristics found in society today; thus, it embraces all aspects of human similarities and differences. While HCPN supports diversity as an inclusion concept, considerable attention is given to individuals and groups that historically have been adversely affected. For purposes of this Plan, diversity specifically focuses on differences among people with respect to age, sex, culture, race, ethnicity religion, color, disability, national origin, ancestry, sexual orientation and veteran status.

### **MINORITY**

For purposes of MBEs and WBEs, a minority is an individual who is a member of the following ethnic groups: African American, Asian American, Hispanic American, Native American and females regardless of race or ethnicity.

### **MINORITY BUSINESS ENTERPRISE ("MBE") AND WOMAN BUSINESS ENTERPRISE ("WBE")**

Minority and female business enterprises that meet the guidelines set by the Pennsylvania Department of General Services Bureau of Minority and Women Business Opportunity or other similar organization.

### **PARTICIPATION PLAN**

An obligation imposed by a licensed entity or applicant as part of its contract with a contractor that requires the contractor to perform the contract through the utilization of minority or women owned business enterprises.

## **CONSTRUCTION**

### **CONSTRUCTION MISSION**

Inclusion of minority businesses and other diverse groups on major construction projects in central Pennsylvania is an important issue for the local minority community and for HCPN. The proactive approach used to address minority participation during the initial casino build out resulted in both successful inclusion of minority businesses and the successful completion of the project. Future construction projects at HCPN will utilize the same proactive approach.

### **GOOD FAITH PLAN FOR MINORITY CONSTRUCTION PARTICIPATION**

Future construction projects will maximize the opportunity for minority participation by utilizing the successful techniques and practices employed during the initial casino build out including, but not limited to:

- Selection of third-party and in-house construction managers, the an interview process, who share HCPN commitment to minority participation.
- Utilization of diversity consultants with knowledge of the central Pennsylvania construction market. For the initial construction project, such consulting resources Included Young & Company and the African American Chamber of Commerce for Central Pennsylvania.
- Close and continuous coordination with property-level and corporate purchasing departments as well as corporate Government Affairs department.
- Use of Commonwealth of Pennsylvania, PA Gaming Control Board and other resources and databases to identify capable minority contractors and suppliers.
- Continuation of specific procedures and processes that require construction managers to demonstrate efforts to identify minority contractors and suppliers before work is awarded.
- Effective upfront requirements on the part of construction managers to provide minority contractors and suppliers as well as reporting procedures to track commitments to, and dollars expended for, such minority contractors and suppliers.
- Increased concentration and coordination with construction managers to identify 2nd and 3rd tier subcontractor and supplier opportunities
- Diligent tracking to ensure the fulfillment of minority contractor and supplier commitments made by construction managers and 1st tier subcontractors

- Close coordination with construction managers to improve the on site labor component of commitments made to minority contractors and suppliers
- Periodic reporting of our minority commitment and fulfillment results to the Hollywood
- Casino Diversity Committee, the PA Gaming Control Board and other involved parties

### CONSTRUCTION GOAL

Absent a major expansion of the initial build facility, construction projects over the next few years are likely to be smaller in scope and involve varied work plans. As a result, continued success for the inclusion of minority contractors and suppliers in construction projects requires use of the specific steps outlined above, continuation of relationships developed during the initial build out and constant cooperation with property and corporate purchasing departments to expand HCPN's network of minority contractors and suppliers.

Completed projects for 2010 included the addition of table games. Completed projects for 2011 included improvements to the barns and backside areas of the racing facilities and new directional signage for public areas. Completed projects for 2012 included new electric service for the backside, uninterrupted power supply (UPS) for the casino floor, and installation of a fire suppression system for electrical rooms.

Completed projects for 2014 included new grooms quarters on the backside of the property. Completed projects for 2015 included conversion of Hollywood on the Roof to "H Lounge" and conversion of Rodeo Drive Gift Shop to "Hollywood and Grind". Both projects were completed during the fourth quarter of 2015 by Kinsey Construction as well as HCPN's in-house Facilities Department. No major construction projects were completed in 2016 or 2017. HCPN plans to complete a major renovation of its casual dining food court in 2018.

## **PROCUREMENT / VENDOR PURCHASING**

### **PURCHASING MISSION**

HCPN considers quality, service, dependability and price as the main components of any vendor relationship. HCPN pledges to partner, wherever possible, with minority and woman vendors, as well as other diverse groups, to create a mutually beneficial business climate. HCPN's goal is to ensure that all qualified vendors are given equal opportunity to bid on products and services utilized at the HCPN.

### **GOOD FAITH PLAN FOR MINORITY VENDOR PARTICIPATION**

HCPN diverse vendor purchasing initiatives include:

- Utilizing the Pennsylvania Department of General Services Bureau of Minority and Women Business Opportunity business directory and database.
- Creating a "How to Do Business with Hollywood Casino at Penn National Race Course," point-of-sale brochure to summarize our diverse vendor purchasing program, available upon request.
- Participating in Pennsylvania Department of General Services Bureau of Minority and Women Business Opportunity development events.
- Attending and supporting Pennsylvania regional minority business fairs organized by the Minority Supplier Diversity Council of Pennsylvania, New Jersey and Delaware, the African-American Chamber of Commerce and the Harrisburg Regional Chamber of Commerce.
- Periodically reviewing the Pennsylvania Department of General Services Bureau of Minority and Women Business Opportunity list of approved vendors.
- Providing access to the applications and contact information of the Pennsylvania Department of General Services Bureau of Minority and Women Business.
- Creating a mentoring environment that helps new vendors understand the daily workings of the property's operations.
- Requesting user departments to review their annual budgets for purchasing opportunities, working with the minority database and reaching out to those minority suppliers provided by the purchasing staff.
- Establishing a reasonable payment plan, agreed upon by both the vendor and the Purchasing Department after review of the financial status of diverse vendors.

<b>HOLLYWOOD</b> <i>Casino</i> AT PENN NATIONAL RACE COURSE	<div style="text-align: center;"><b>DIVERSITY PLAN</b></div> <div style="text-align: center;">LAST UPDATED: NOVEMBER 2017</div>
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- Considering minority and women-owned business enterprises when reviewing Capital Expenditure projects.
- Direct diverse vendors to register online at [www.pngamingvendors.com](http://www.pngamingvendors.com) to become visible to both Penn National Gaming corporate procurement and other PNG properties.

#### VENDOR REQUIREMENTS

Vendors wishing to do business with HCPN are required to complete a vendor registration packet before any contract or purchase orders are issued. No business is conducted or counted towards our purchasing procurement dollars unless the vendor packet is on file and complete. Vendors are licensed in accordance with the PA Gaming Control Board's regulations. HCPN additionally reserves the right to complete a due diligence background check on any vendor.

#### PURCHASING OBJECTIVE

HCPN's extensive efforts to identify, train and assist MBEs, WBEs, as well as other diverse groups of potential vendors results in a roster of vendors that maximizes diversity and is reasonably reflective of and inclusive of the local community.

#### MARKETING, PROMOTIONS, AND ENTERTAINMENT

HCPN's Marketing Department endeavors to incorporate diversity in all aspects of its operations including working with minority vendors, supporting the property's community outreach efforts, and incorporating diversity in its communications materials and on-property entertainment. HCPN's advertising messages, collateral, on-property signage, direct mail, web site, and featured video and live entertainment strive to project a message that all are welcome at HCPN.

## **EMPLOYMENT / WORKFORCE DIVERSITY**

### **EMPLOYMENT MISSION**

HCPN is committed to recruiting, developing and retaining the best employees regardless of race, color, religious creed, ancestry, age, sex (including pregnancy, childbirth and related medical conditions), national origin, disability (includes physical or mental impairment and use of a service animal), status as GED holder (vs. high school diploma holder), HIV/AIDS status or military status. HCPN strives to create a diverse work environment that fully capitalizes on the abilities, skills, and potential of our employees. This diversity provides a deep understanding of our guests' needs and supports creative and innovative process development.

HCPN's recruiting efforts include, but are not limited to:

- On-site job fairs spotlighting different departments;
- Attendance at community job fairs sponsored by local institutions of higher education, trade schools, media, and diversity groups;
- Membership in area chambers of commerce;
- Executive leadership speaking at local institutions of higher education and trade schools;
- Property tours for students of local institutions of higher education and trade schools;
- Posting jobs in newspaper, radio, tv/media, and internet

### **EMPLOYMENT GOALS**

HCPN continues to strive to maintain a workforce that reasonably reflects the diversity of its community and surrounding areas.

### **TRAINING, DEVELOPMENT & RETENTION EFFORTS**

HCPN's education and training efforts focus on developing a high-functioning, service-oriented diverse workforce. HCPN provides hiring best practice training to ensure consistency with its EEO recruiting and hiring practices. HCPN conducts diversity training designed to foster a welcoming environment for all and reinforce respect in the workplace. HCPN also provides development to its management team with an emphasis on managing a diverse workforce by reinforcing consistency and fairness in the workplace, generational diversity, cultural diversity, and how to manage effective



<b>HOLLYWOOD</b> <i>Casino</i> AT PENN NATIONAL RACE COURSE	<b>DIVERSITY PLAN</b>
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teams in a service environment. HCPN provides team members with departmental training that allows them to successfully integrate into their new departments.

#### WORKPLACE INCLUSION

HCPN's management team is responsible for fostering an inclusive environment where all team members feel valued and respected. Leadership is expected to consider diverse perspectives in decisions affecting team members. Leadership is expected to foster an environment that inspires and engages team members to reach their full career potential. Leadership is expected to truly get to know and learn about their team members and maintain a two-way dialogue. At least annually, team members complete engagement surveys to provide their feedback, anonymously, as to leadership's performance. Each department is required to engage its team members to create action plans for improvement.

## **COMMUNITY AFFAIRS / CHARITABLE CONTRIBUTIONS**

### **COMMUNITY INVOLVEMENT AND BUILDING TRUST**

HCPN continues to find opportunities to be community-minded civic leader in central Pennsylvania. Our commitment to community service is evident in Harrisburg, Lebanon, Lancaster, Cumberland, York, and surrounding communities. We have succeeded in impacting key community service and minority support organizations, not only with financial support but also through the donation of time and hands-on efforts of our team members.

HCPN's premier charity is the American Cancer Society's Relay for Life. In 2017 HCPN set a new record by raising over \$32,000 for Relay for Life. Dozens of team members participated in the Relay for Life event as well. HCPN's gaming floor contains three donation boxes in which guests are invited to drop unused/leftover gaming vouchers, cash donations, and gaming chips to donate to local charities including: Relay for Life, Grantville Food Pantry, PA Breast Cancer Coalition, American Red Cross (Hurricane Relief), and PA Veterans Foundation. HCPN continues to support local organizations for planned holiday food and toy drives such as the African American Chamber of Commerce of Central Pennsylvania, PA Diversity Coalition (PADC) and the Harrisburg Chapter of the NAACP. HCPN is also an active member of the Harrisburg, Lebanon Valley, Reading, West Shore, York and Lancaster Chambers of Commerce.

### **DECADES OF COMMUNITY SUPPORT**

HCPN's parent company, Penn National Gaming, Inc., has a long-standing tradition of supporting central Pennsylvania community initiatives. Annually, HCPN organizes, hosts, and operates the Penn National Charity Golf Classic with all proceeds donated to the Carino Center for Inflammatory Bowel Disease Research at the Penn State Milton S. Hershey Medical Center. This event raises over \$300,000.00 each year.

## **CONCLUSION**

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HCPN works as a team to develop high-performing, inclusive work environment reflective of its diverse community. HCPN strives to create a company culture where all ideas and all contributions are valued no matter how or from whom they may originate. HCPN's commitment to making inclusiveness the foundation of its culture is driven not only from its desire to enhance the community, but also from its importance to maintaining a sound business strategy.

<b>HOLLYWOOD</b> <i>Casino</i> AT PENN NATIONAL RACE COURSE	<b>DIVERSITY PLAN</b>
	LAST UPDATED: NOVEMBER 2017

## **APPENDIX A—EQUAL EMPLOYMENT OPPORTUNITY**

### **EQUAL EMPLOYMENT OPPORTUNITY**

Hollywood Casino affirms its commitment and pledges its full support of equal employment opportunity for all persons, regardless of race, color, religious creed, ancestry, age, sex (including pregnancy, childbirth and related medical conditions), national origin, disability (includes physical or mental impairment and use of a service animal), status as GED holder (vs. high school diploma holder), HIV/AIDS status or military status.



**Pennsylvania Gaming Control Board**  
**Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

**NAME:** See Licensed Entity Representative Report  
**FIRM:** Filed Quarterly by Applicant with the Board.  
**ADDRESS:** \_\_\_\_\_  
**CITY:** \_\_\_\_\_  
**STATE AND ZIP CODE:** \_\_\_\_\_  
**TELEPHONE:** \_\_\_\_\_  
**ENTITY REPRESENTED:** \_\_\_\_\_

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

**SIGNATURE:**

**REDACTED**

**DATE:**

10/29/19

Commonwealth of Pennsylvania

Certification by an Applicant of Safeguards and Policies  
Preventing Violations of Section 1513

**Instructions:** This affidavit is to be completed under oath by the Chief Executive Officer or other appropriate individual of the applicant pursuant to 4 Pa.C.S. §1513(b). Attach a copy of the plan that has been developed pursuant to 4 Pa.C.S. §1513(b) which sets forth the internal safeguards and policies. An affidavit must be completed annually and provided to both the PGCB and to the Department of State, Bureau of Commissions, Elections and Legislation.

AFFIDAVIT

State of REDACTED )  
County of REDACTED ) SS:

Before me the undersigned notary public, this day, personally appeared REDACTED, Chief Operating Officer or other appropriate representative of REDACTED, an applicant, to me known or proven, who being duly sworn according to law, deposes the following:

☒ I hereby certify that REDACTED (name of applicant) has developed and implemented internal safeguards and policies intended to prevent a violation of 4 Pa.C.S. §1513 (relating to Political Influence). a copy of these internal safeguards and policies has been included with this affidavit.

I hereby certify that I am authorized to execute this certification on behalf of the entity named above and that the information contained herein is true and correct and that there is no misrepresentation, falsification or omissions in this affidavit. I am further aware that any false or misleading statement or omitted information will be cause for penalties under 4 Pa.C.S. §1513(c) and may be subject to criminal penalties under 18 Pa.C.S. § 4902, 4903 and 4904.

REDACTED

Signature of Affiant and Title

REDACTED

Sworn to and subscribed before me this REDACTED

REDACTED

## Pennsylvania Political Contributions Form

In the chart below, provide the required information for all political contributions, monetary or in-kind, to a candidate for nomination or election to any public office in this Commonwealth, or to any political committee or state party in this commonwealth or to any group, committee or association organized in support of any such candidate, political committee or state party on or after the date your entity's application was submitted to the Pennsylvania Gaming Control Board (Board). The applicant or licensee must list political contributions by its affiliates, intermediaries, subsidiaries, holding companies, principals and key employees who hold similar gaming licenses in other jurisdictions. Do not include contributions to candidates for federal offices or to committees or groups organized solely in support of federal candidates.

If there is more than one contribution to the same candidate, political committee, state party, etc., separate entries must be listed for each contribution.

NOTE: If you need space for additional entries, please make additional copies of this form.

Date of Contribution	Name and Address of the Candidate, Political Committee or State Party, or Group, Committee or Association Organized in Support of such Candidate, Political Committee or State Party	Amount or Value of Contribution
	None.	

**REDACTED**

Signature of CEO/Authorized Signatory

**Daniel G. Ihm**

Printed Name of CEO/Authorized Signatory – Title

10/29/18  
Date Signed

\*If a person other than the CEO of this entity is designated to execute this document, the Board must be provided with a resolution or an affidavit, certified as true and correct, identifying the individual so designated, authorizing that individual to execute the document on behalf of both the entity and the CEO.

# Financial Statement Certification

For the Period Ended: **REDACTED**

**REDACTED**

Name of Slot Machine Licensee

I have reviewed and examined the attached financial statement.

To the best of my knowledge, the financial statements, and other information included in this report, are accurate and fairly present in all material respects, the financial condition, results of operations and cash flows of the applicant as of, and for, the periods presented in this report.

**REDACTED**

Date

**REDACTED**

Printed name of Chief Financial Officer

**REDACTED**

Date

**REDACTED**

Printed name of Chief Operating Officer



# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 1**

**CONFIDENTIAL**

### DESCRIPTION OF BUSINESS

Applicant holds a Category 1 casino licensee in good standing. Applicant will operate its Category 4 casino as Hollywood Casino Morgantown.

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 2

CONFIDENTIAL

DESCRIPTION OF ANY FORMER BUSINESS

REDACTED

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 3

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BONUS, PROFIT SHARING, PENSION,  
RETIREMENT, DEFERRED COMPENSATION AND SIMILAR PLANS

**REDACTED**

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 4

CONFIDENTIAL

LONG TERM DEBT

**REDACTED**

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 5

CONFIDENTIAL

OTHER INDEBTEDNESS OR ANY CHANGES TO EXISTING OTHER INDEBTEDNESS

**REDACTED**

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 6

CONFIDENTIAL

SECURITIES OPTIONS OR CHANGES TO EXISTING SECURITIES OPTIONS AGREEMENTS

**REDACTED**

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 7**

**CONFIDENTIAL**

EXISTING LITIGATION

**REDACTED**

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 8

CONFIDENTIAL

AUDITED FINANCIAL STATEMENTS FOR THE LAST FISCAL YEAR

**REDACTED**



10/12/2010  
000000

10/12/2010 10:10:10 AM

ATTACHMENT REDACTED

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 9**

**CONFIDENTIAL**

AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE YEARS

**REDACTED**

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 10

CONFIDENTIAL

ANNUAL REPORTS FOR THE LAST FIVE YEARS

# REDACTED

# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 11**

**CONFIDENTIAL**

### ALL SEC FILINGS

None for Applicant. Please refer to Penn National Gaming, Inc.'s May 2017 renewal submissions on file with the Board and Penn National Gaming, Inc.'s website at [www.pngaming.com](http://www.pngaming.com).

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 12

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LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT

**REDACTED**

ATTACHMENT REDACTED



# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 13**

**CONFIDENTIAL**

### INTERIM REPORTS

None for Applicant. Please refer to Penn National Gaming, Inc.'s May 2017 renewal submissions on file with the Board and Penn National Gaming, Inc.'s website at [www.pngaming.com](http://www.pngaming.com).

# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 14**

**CONFIDENTIAL**

### LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC)

None for Applicant. Please refer to Penn National Gaming, Inc.'s May 2017 renewal submissions on file with the Board and Penn National Gaming, Inc.'s website at [www.pngaming.com](http://www.pngaming.com).



# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 15**

**CONFIDENTIAL**

### ALL REGISTRATION STATEMENTS FOR THE LAST FIVE YEARS (SEC)

None for Applicant. Please refer to Penn National Gaming, Inc.'s May 2017 renewal submissions on file with the Board and Penn National Gaming, Inc.'s website at [www.pngaming.com](http://www.pngaming.com).

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 16

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ALL OTHER REPORTS PREPARED IN THE LAST FIVE YEARS BY INDEPENDENT AUDITORS

# REDACTED

# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 17**

**CONFIDENTIAL**

CERTIFIED COPIES OF ARTICLES OF INCORPORATION, CHARTER,  
BYLAWS, PARTNERSHIP AGREEMENT, OR OTHER OFFICIAL DOCUMENTS

Please refer to Applicant's May 2017 renewal submissions on file with the Board.

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS  
401 NORTH STREET, ROOM 206  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.CORPORATIONS.PA.GOV

CT Corporation System  
CT-Counter  
Harrisburg PA 17101

Hollywood Casino Morgantown

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WE WOULD LIKE TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU, PLEASE VISIT OUR WEBSITE AT [www.dos.pa.gov/BusinessCharities](http://www.dos.pa.gov/BusinessCharities) OR YOU MAY CONTACT US BY TELEPHONE AT (717)787-1057. INFORMATION REGARDING BUSINESS AND UCC FILINGS CAN BE FOUND ON OUR SEARCHABLE DATABASE AT [www.corporations.pa.gov/Search/CorpSearch](http://www.corporations.pa.gov/Search/CorpSearch) .

ENTITY NUMBER : 6780145

Entity# : 6780145  
Date Filed : 10/04/2018  
Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: <b>CT - COUNTER</b> Name <u>170816271 WO 1</u> Address <u>nicole.grimme@wolfsarkutter.com</u> City _____ State _____ Zip Code _____ <input type="checkbox"/> Return document by email to: _____	Registration of Fictitious Name DSCB:64-311 <b>TCO181004JM0812</b>
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

☐ I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:  
Hollywood Casino Morgantown

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:

Develop, own, manage or operate gaming facilities and any other related business and legal functions

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):

825 Berkshire Blvd.	Wyomissing	PA	19610	Berks
Number and street	City	State	Zip	County

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State	Zip

## 5. Each entity, other than an Individual, interested in such business is (are):


Mountainview Thoroughbred Racing Association, LLC Limited Liability Company	Pennsylvania
Name	Form of Organization
825 Berkshire Boulevard, Wyomissing, PA 19610	Organizing Jurisdiction
Principal Office Address	
c/o CT Corporation System	Dauphin
PA Registered Office, if any	
Name	Form of Organization
	Organizing Jurisdiction
Principal Office Address	
PA Registered Office, if any	

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

3rd day of October, 2018

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Mountainview Thoroughbred Racing Association, LLC	Entity Name
Entity Name	Entity Name
	Signature
Signature	Signature
Carl Sottosanti, Secretary	Title
Title	Title

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 18

CONFIDENTIAL

### CURRENT OWNERSHIP TABLE OF ORGANIZATION

Applicant is a wholly-owned subsidiary of a publicly-traded entity, Penn National Gaming, Inc.

#### Schedule of Ownership Interests as of September 30, 2018

<b>% Ownership</b>	<b>Ownership Entity</b>
	<i>Ownership of Mountainview Thoroughbred Racing Association, LLC (Applicant)</i>
100.00%	<i>Penn Tenant, LLC</i>
	<i>Ownership of Penn Tenant, LLC</i>
100.00%	<i>Penn National Gaming, Inc.</i>
	<i>Ownership of Penn National Gaming, Inc.</i>
59.316%	Publicly Traded stock held by exempt shareholders that each own less than 5% (see 58 Pa.Code § 433.3(e))
5.722%	The Carlino Family Trust
8.860%	FMR, LLC (exempt institutional investor – see 58 Pa.Code § 433a.5)
5.711%	BAMCO, Inc. Baron Capital Management (exempt institutional investor – see 58 Pa.Code § 433a.5)
9.655%	BlackRock Inc. (exempt institutional investor – see 58 Pa.Code § 433a.5)
9.267%	Vanguard Group, Inc. (exempt institutional investor – see 58 Pa.Code § 433a.5)
1.469%	Corporate Directors and Executives
100.00%	Total

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 19

CONFIDENTIAL

FUNCTIONAL TABLE OF ORGANIZATION AND NAMES OF EMPLOYEES  
EARNING IN EXCESS OF \$250,000 IN ANNUAL COMPENSATION

# REDACTED



REDACTED

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 20

CONFIDENTIAL

ANNUAL FEDERAL TAX RETURN AND ANNUAL PENNSYLVANIA TAX RETURNS

# REDACTED

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 21**

**CONFIDENTIAL**

5500 FORMS FILED WITH THE IRS IN THE LAST FIVE YEARS

**REDACTED**

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 22

CONFIDENTIAL

### CRIMINAL HISTORY

None.

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 23

CONFIDENTIAL

### CHARACTER AND ELIGIBILITY REQUIREMENTS

Does not apply.

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 24**

**CONFIDENTIAL**

SECTION 1512 STATEMENT

**REDACTED**

REDACTED

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 25

CONFIDENTIAL

BUSINESS ABILITY AND EXPERIENCE

# REDACTED



# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 26

CONFIDENTIAL

LOTTERY TICKETS

**REDACTED**

# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 27**

**CONFIDENTIAL**

### FACILITY LOCATION

Twin Valley Swim Club

Living Waters Fellowship Center

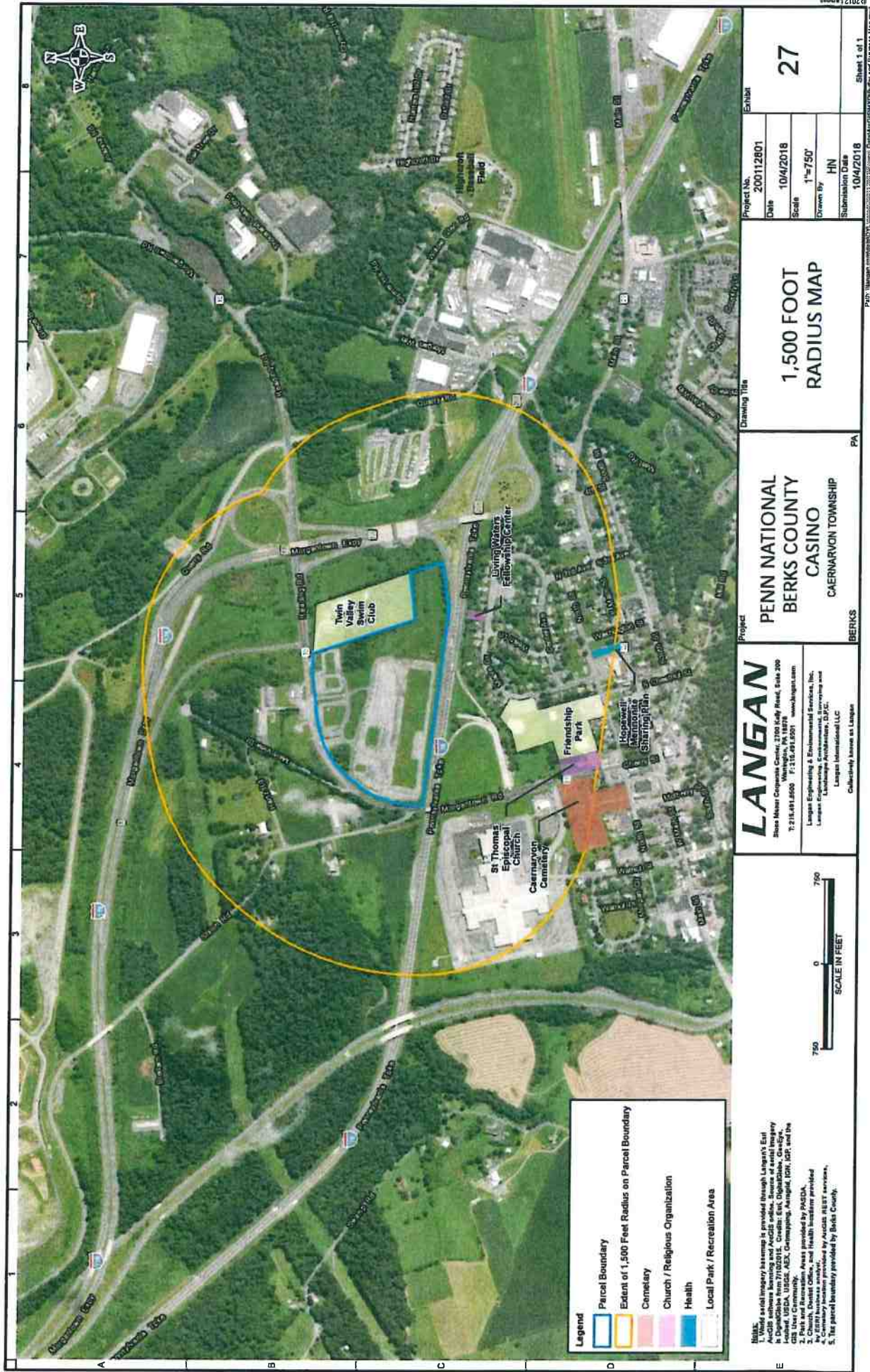
Friendship Park

St. Thomas Episcopal Church

Caernarvon Cemetery

Hopewell Mennonite Sharing Plan

In further response, see attached.



Legend	
<span style="border: 1px solid blue; display: inline-block; width: 10px; height: 10px;"></span>	Parcel Boundary
<span style="border: 1px solid yellow; display: inline-block; width: 10px; height: 10px;"></span>	Extent of 1,500 Feet Radius on Parcel Boundary
<span style="background-color: #f0f0f0; display: inline-block; width: 10px; height: 10px;"></span>	Cemetery
<span style="background-color: #e0e0ff; display: inline-block; width: 10px; height: 10px;"></span>	Church / Religious Organization
<span style="background-color: #e0ffe0; display: inline-block; width: 10px; height: 10px;"></span>	Health
<span style="background-color: #e0e0ff; border: 1px solid blue; display: inline-block; width: 10px; height: 10px;"></span>	Local Park / Recreation Area

**Notes:**  
 1. Aerial imagery is provided through Langan's Esri ArcGIS software using Bing and Google Maps imagery.  
 2. Digital data from 7/10/2015. Credit: Esri, DigitalGlobe, GeoEye, IGN, GeoEye, USDA, USGS, Aerial, GeoEye, IGN, IGN, and the copyright holders.  
 3. Church, District Office, and Health facilities provided by the local government.  
 4. Cemetery locations provided by the local government.  
 5. The parcel boundary provided by Berks County.



**LANGAN**  
 2000 Meter Corporate Center, 2700 Kelly Road, Suite 200  
 T 215.891.6500 F 215.891.6201 www.langan.com  
 Langan Engineering & Environmental Services, Inc.  
 Langan Construction Services, Inc.  
 Langan Architecture, LLP  
 Langan International LLC  
 Cultivating Ideas at Langan

**PENN NATIONAL  
 BERKS COUNTY  
 CASINO**  
 CAERNARVON TOWNSHIP

Drawing Title

**1,500 FOOT  
 RADIUS MAP**

Project No.	200112801
Date	10/4/2018
Scale	1"=750'
Drawn by	HN
Submission Date	10/4/2018

Exhibit

**27**

Sheet 1 of 1

PA: 10/4/2018 10:41:00 AM C:\Users\jlangan\OneDrive\Projects\200112801\Penn National Berks County Casino\Map and Business Map.mxd

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 28

CONFIDENTIAL

### ADMINISTRATIVE AND ACCOUNTING PROCEDURES

# REDACTED

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 29**

**CONFIDENTIAL**

MARKETING PLANS

**REDACTED**

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 29**

**CONFIDENTIAL**

**REDACTED**



**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 29**

**CONFIDENTIAL**

**REDACTED**

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 29**

**CONFIDENTIAL**

**REDACTED**



# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 30

CONFIDENTIAL

### LOCAL ZONING AND LAND USE APPROVALS

The proposed site of Applicant's casino facility is an approximately 36-acre parcel located along Morgantown Road (S.R. 0010) in Caernarvon Township, Berks County, Pennsylvania (Property Identification No. 35532009074453) (the "Property"). The Property has frontage along three major roadways – Morgantown Road to the north and west, I-176 (Morgantown Expressway) to the east and I-76 (Pennsylvania Turnpike) to the south.

The Property is currently zoned and is located within the Township's C-3 Highway Commercial District (the "C-3 District"). On October 23, 2018, the Township amended its Zoning Ordinance to permit casino and gambling facilities by right in the C-3 District.

The Property previously had been proposed to be developed as a retail shopping center. Land development plans and related permits from Commonwealth agencies (e.g. NPDES permit from Pennsylvania Department of Environmental Protection, highway occupancy permit from the Pennsylvania Department of Transportation, etc.) were approved for the shopping center development. In fact, driveway access and related turning lane improvements were constructed pursuant to the Highway Occupancy Permit issued by the Pennsylvania Department of Transportation.

To construct the casino, Applicant will be required to submit to Caernarvon Township a land development plan for the casino building and related site improvements. An NPDES permit from the Pennsylvania Department of Environmental Protection will be required for the earth disturbance and post-construction storm water controls. Given that transportation improvements already have been installed, the Applicant also will coordinate with Caernarvon Township and the Pennsylvania Department of Transportation to determine whether any further transportation improvements are required to serve the casino.

Following approval of the land development plan and issuance of related permits from Commonwealth agencies, Applicant will be required to obtain from Caernarvon Township a building permit to construct the casino.

ORDINANCE NO. 297

AN ORDINANCE OF THE TOWNSHIP OF CAERNARVON, BERKS COUNTY, PENNSYLVANIA: TO AMEND THE CAERNARVON TOWNSHIP ZONING ORDINANCE OF 2007, AS AMENDED, TO PROVIDE FOR THE USE OF CASINOS AND GAMBLING FACILITIES, AND CASINO/HOTELS WITHIN THE C-3 HIGHWAY COMMERCIAL ZONING DISTRICT; TO PROVIDE PERFORMANCE STANDARDS RELATED TO THE FOREGOING IN NEW SECTION 653 OF THE ZONING ORDINANCE, ENTITLED "CASINOS AND GAMBLING FACILITIES" AND/OR "CASINO/HOTELS"; AND, FUTHER, REVISING SECTION 300 OF THE ZONING ORDINANCE, ENTITLED "DEFINITIONS" TO FURTHER DEFINE TERMINOLOGY RELATED TO THE FOREGOING.

PURSUANT TO THE AUTHORITY CONTAINED IN THE PENNSYLVANIA MUNICIPALITIES PLANNING CODE, AS AMENDED, 53 P.S. § 10101, ET SEQ., THE BOARD OF SUPERVISORS OF CAERNARVON TOWNSHIP DOES HEREBY ENACT AND ORDAIN AS FOLLOWS:

**SECTION 1.           ARTICLE III OF THE CAERNARVON TOWNSHIP ZONING ORDINANCE OF 2007 IS AMENDED TO PROVIDE FURTHER DEFINITIONS.**

CASINO AND GAMBLING FACILITY: A gaming business establishment licensed as such by the Commonwealth of Pennsylvania that may include, but shall not be limited to off-track betting parlors, slot machines, table games and other forms of gambling permitted by the Commonwealth. A casino and gambling facility may include accessory uses, including but not limited to those set forth in Section 653.D of this Ordinance, but excluding adult entertainment and adult-oriented uses (i.e., sexually oriented business) defined and/or regulated by this Ordinance. A use shall not be deemed to be a casino and gambling facility on the basis of the sale of Pennsylvania Lottery tickets, Bingo conducted pursuant to the Bingo Law, and gambling activities conducted pursuant to the Local Option Small Games of Chance Act (including tavern games).

CASINO/HOTEL: A Casino and Gambling Facility as defined herein when accompanied with a hotel use on the same parcel or contiguous parcel.

**SECTION 2.           ARTICLE V OF THE CAERNARVON TOWNSHIP ZONING ORDINANCE OF 2007 IS AMENDED TO REVISE SECTION 572 ENTITLED "USES PERMITTED BY RIGHT" IN THE C-3 HIGHWAY COMMERCIAL DISTRICT BY ADDING THE FOLLOWING USES UNDER NEW SUBSECTIONS 14 AND 15.**

14. "Casinos and Gambling Facilities" in accordance with Section 653 (performance standards for Casinos and Gambling Facilities and Casino/Hotels).
15. "Casino/Hotels" in accordance with Section 653 (performance standards for Casinos and Gambling Facilities and Casino/Hotels).

**SECTION 3.           ARTICLE VI OF THE CAERNARVON TOWNSHIP ZONING  
ORDINANCE OF 2007 IS AMENDED TO ESTABLISH SECTION  
653 PROVIDING PERFORMANCE STANDARDS FOR "CASINOS  
AND GAMBLING FACILITIES" AND/OR "CASINO/HOTELS."**

Section 653. "Casinos and Gambling Facilities" and/or "Casino/Hotels."

- A. "Casinos and Gambling Facilities" and "Casino/Hotels" shall not be permitted to be located within one mile (i.e., 5,280') of the boundary of a parcel containing any other "Casino and Gambling Facility", except that a "Casino and Gambling Facility" may be permitted on a parcel that is immediately contiguous to a parcel containing a hotel use.
- B. The above-required distances shall be measured in a straight line without regard to intervening structures, from the closest point on the Lot Line of each land use.
- C. No more than one (1) "Casino and Gambling Facility" or "Casino/Hotel" may be located within one (1) building or shopping center.
- D. Permitted accessory uses include but are not limited to: (i) structured parking; (ii) personal service establishments, including but not limited to, restaurants, bars and taverns; (iii) indoor or outdoor places of amusement, recreation, or assembly, including but not limited to auditoriums, theatres, night clubs and live entertainment facilities; (iv) retail business establishments; and (v) any other similar uses.
- E. Notwithstanding the standards set forth in Section 613 or elsewhere in this Ordinance to the contrary, off-street parking shall be provided at the rate of one (1) space per each 400 sq. ft. of floor area of devoted to patron use, but excluding the floor area devoted to the accessory uses set forth in Section 653.D of this Ordinance.
- F. As part of the building permit or land development plan application, whichever is submitted first, the Applicant shall submit the following:
  - 1. Parking Plan – to demonstrate parking demand for the proposed use in compliance with the applicable standards for the use set forth in Section 653.E of this Ordinance.
  - 2. Access Plan – to demonstrate and ensure minimized impacts of conflicts between the vehicular routes and alignments of the facility, pedestrian traffic, and surrounding uses. The plan shall demonstrate that all bus area parking and circulation does not conflict with automobile circulation and parking spaces and is consistent with pedestrian circulation.
  - 3. Traffic Impact Study - to identify and evaluate potential patronage's vehicular patterns and demands. The study shall comply with the requirements of Section 516, Subdivision and Land Development Ordinance.

4. Security and Emergency Response Plan – to demonstrate the proposed use will not unduly burden local law enforcement and emergency response services in the Township. In the event that it is determined that the proposed use will unduly burden local law enforcement and/or emergency response services in the Township, the plan shall address the manner in which such undue burden will be alleviated.
  5. Property Management Plan – to demonstrate and ensure the cleanup of litter and maintenance of the property and controlling loitering and noise outside the building.
- G. A minimum of two bus parking spaces shall be provided for each casino facility. Bus parking areas shall be provided with a landscape screen pursuant to Section 609, along all sides of a bus parking area that adjoins a street. Buses are not permitted to run their engines except while in transit or while loading or unloading their patrons.
- H. All “Casinos and Gambling Facilities” and/or “Casino/Hotels” shall comply with the Rules and Regulations set forth in Title 58 (Recreation), Part VII – Gaming Control Board of the Pennsylvania Code and be licensed by the Pennsylvania Gaming Control Board. The Applicant shall furnish a copy of the application that the Applicant has submitted to the Pennsylvania Gaming Control Board, and a copy of the license issued by the Gaming Control Board to the Applicant (when and if issued).
- I. Notwithstanding the standards set forth in Section 610.C(5)(c) or elsewhere in this Ordinance to the contrary, “Casinos and Gambling Facilities” and “Casino/Hotels” in the C-3 District shall not be subject to the requirements for reducing lighting during certain hours.

#### **SECTION 4. SEVERABILITY**

If any article, section, subsection, provision, regulation, limitation, restriction, sentence, clause, phrase or word in this Ordinance, is, for any reason declared to be illegal, unconstitutional or invalid, by any Court of competent jurisdiction, this decision shall not affect or impair the validity of the Ordinance as a whole, or any other article, section, subsection, provision, regulation, limitation, restriction, sentence, clause, phrase, word, or remaining portion of the Ordinance. The Board of Supervisors hereby declares that it would have adopted the Ordinance and each article, section, subsection, provision, regulation, limitation, restriction, sentence, clause, phrase and word thereto irrespective of the limitations, restrictions, sentences, clauses, phrases, or word that may be declared illegal, unconstitutional or invalid.

#### **SECTION 5. REPEALER**

All Ordinances inconsistent with the above provisions are repealed to the extent of their consistency.

#### **SECTION 6. RENUMBERING**

The location and numerical designation of these above-referenced Sections shall be delegated to the discretion of the General Code Publishers who may renumber or reorder these revised sections as is necessary.

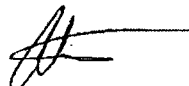
**SECTION 7. EFFECTIVE DATE**

This Ordinance shall become effective five (5) days from the date of enactment, and shall be codified into the Caernarvon Township Code of Ordinances.

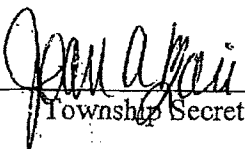
**ORDAINED and ENACTED** by the Supervisors of the Caernarvon Township in lawful session duly assembled this 23<sup>rd</sup> day of October, 2018.

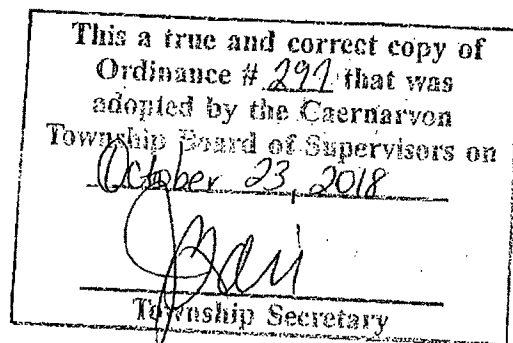
**BOARD OF SUPERVISORS  
CAERNARVON  
TOWNSHIP**

**BERKS COUNTY, PENNSYLVANIA**

By:   
Allen Styer, III, Chairman

**ATTEST:**

By:   
Township Secretary



## ORDINANCE NO. 298

AN ORDINANCE OF THE TOWNSHIP OF CAERNARVON, BERKS COUNTY, PENNSYLVANIA: TO AMEND THE CAERNARVON TOWNSHIP ZONING ORDINANCE OF 2007, AS AMENDED, TO REVISE SECTION 653 OF THE ZONING ORDINANCE, ENTITLED "CASINOS AND GAMBLING FACILITIES" AND/OR "CASINO/HOTELS" TO SIGN STANDARDS RELATED TO THE FOREGOING.

PURSUANT TO THE AUTHORITY CONTAINED IN THE PENNSYLVANIA MUNICIPALITIES PLANNING CODE, AS AMENDED, 53 P.S. § 10101, ET SEQ., THE BOARD OF SUPERVISORS OF CAERNARVON TOWNSHIP DOES HEREBY ENACT AND ORDAIN AS FOLLOWS:

**SECTION 1. ARTICLE VI OF THE CAERNARVON TOWNSHIP ZONING ORDINANCE OF 2007 IS AMENDED TO REVISE SECTION 653 ENTITLED "CASINOS AND GAMBLING FACILITIES" AND/OR "CASINO/HOTELS" BY ADDING THE FOLLOWING STANDARDS UNDER NEW SUBSECTION J.**

- J. Notwithstanding the standards set forth in Section 611.5 or elsewhere in this Ordinance to the contrary, "Casinos and Gambling Facilities" and "Casino/Hotels" in the C-3 District shall be permitted on-premises freestanding advertising signs, walls advertising signs and directional signs in accordance with the following:

1. Freestanding advertising signs.

- a. Permitted Number - Freestanding advertising signs shall be limited to not more than one per property except that for a property that has frontage on more than one street, in which case one such sign shall be permitted on each separate street frontage.
- b. Size and Height – Freestanding advertising signs shall be permitted in accordance with the following:

Street Functional Classification*	Maximum Sign Area	Maximum Sign Height
Expressways	750 sq. ft.	80 feet
Arterials	450 sq. ft.	70 ft.
Collectors	250 sq. ft.	40 ft.
Local Access	100 sq. ft.	25 ft.

\* As noted in the Southern Berks Regional Joint Comprehensive Plan

2. Wall advertising signs.

- a. Permitted Number – No limit except that the total area of all parallel wall advertising signs applied to any given building wall shall not exceed the

area computed as a percentage of the building wall in elevation view, including window and door areas to which they are affixed or applied shall be in accordance with the following.

(1) Size and Height – Wall advertising signs shall be permitted as follows:

Distance the Sign is Located from the Street or Non-Residential District*	Maximum Percentage of Building Elevation Wall for Sign Area
0 to 99.9 ft.	15%
100 ft. – 299.99 ft.	20%
300 ft. and greater	25%

3. Directional Signs.

- a. External Directional Signs Located Along Frontage of Local Streets. The area of one side of a directional sign shall not exceed fifteen (15) square feet. No more than one (1) freestanding directional signs shall be erected along each local street frontage of each property.
  - b. External Directional Signs Located Along Frontage of Arterial and Collector Streets. The area of one side of a directional sign shall not exceed twenty-four (24) square feet. No more than two (2) freestanding directional signs shall be erected along each collector and arterial street frontage of each property.
  - c. Internal Directional Signs. There shall be no limitation on the size or number of internal directional signs the copy of which is not intended to be or is readily discernible, as viewed from the nearest adjoining lot line. Such signs shall not contain any advertising, except that a maximum of 25% of the sign area may contain the business name and/or logo.
4. All other applicable sign requirements of Section 611.5 of this Ordinance shall remain in effect.

## SECTION 2. SEVERABILITY

If any article, section, subsection, provision, regulation, limitation, restriction, sentence, clause, phrase or word in this Ordinance, is, for any reason declared to be illegal, unconstitutional or invalid, by any Court of competent jurisdiction, this decision shall not affect or impair the validity of the Ordinance as a whole, or any other article, section, subsection, provision, regulation, limitation, restriction, sentence, clause, phrase, word, or remaining portion of the Ordinance. The Board of Supervisors hereby declares that it would have adopted the Ordinance and each article, section, subsection, provision, regulation, limitation, restriction, sentence, clause, phrase and word thereto irrespective of the limitations, restrictions, sentences, clauses, phrases, or word that may be declared illegal, unconstitutional or invalid.

**SECTION 3. REPEALER**

All Ordinances inconsistent with the above provisions are repealed to the extent of their consistency.

**SECTION 4. RENUMBERING**

The location and numerical designation of these above-referenced Sections shall be delegated to the discretion of the General Code Publishers who may renumber or reorder these revised sections as is necessary.

**SECTION 5. EFFECTIVE DATE**

This Ordinance shall become effective five (5) days from the date of enactment, and shall be codified into the Caernarvon Township Code of Ordinances.

**ORDAINED** and **ENACTED** by the Supervisors of the Caernarvon Township in lawful session duly assembled this 23<sup>rd</sup> day of October, 2018.

**BOARD OF SUPERVISORS  
CAERNARVON  
TOWNSHIP**

**BERKS COUNTY, PENNSYLVANIA**

By: \_\_\_\_\_

Allen Styer, III, Chairman

**ATTEST:**

By: \_\_\_\_\_

Township Secretary

This a true and correct copy of  
Ordinance # 298 that was  
adopted by the Caernarvon  
Township Board of Supervisors on  
October 23, 2018

Township Secretary



# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 31

CONFIDENTIAL

SITE PLAN

REDACTED

ATTACHMENT REDACTED



**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 32**

**CONFIDENTIAL**

RETAIL AND FOOD VENUES

**REDACTED**

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 32**

**CONFIDENTIAL**

**REDACTED**

# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 33**

**CONFIDENTIAL**

LOCAL IMPACT, ENGINEERING, AND TRAFFIC STUDY REPORTS

See attached.



October 24, 2018

*VIA EMAIL AND FIRST-CLASS MAIL, RETURN RECEIPT REQUESTED*

Joan Bair, Township Manager  
**CAERNARVON TOWNSHIP**  
3307 Main Street  
Morgantown, PA 19543

**Re: Hollywood Casino Morgantown Local Impact Report**

Dear Ms. Bair:

Pursuant to regulations of the Pennsylvania Gaming Control Board, please find enclosed for service a ***Local Impact Report*** submitted on behalf of Penn National Gaming, Inc. and its subsidiary, Mountainview Thoroughbred Racing Association, LLC, in support of its proposed Hollywood Casino Morgantown. Should you have any questions please do not hesitate to contact Eric Schippers, Senior Vice President, Public Affairs, at 610-373-2400.

Very truly yours,

Alex M. Hvizda, Esquire  
Director of Compliance

Enclosure

CERTIFIED MAIL RETURN RECEIPT NO. 7010 1870 0003 6598 2038

# MEMORANDUM

**TO:** Penn National Gaming, Inc.  
**FROM:** Econsult Solutions, Inc.  
**DATE:** October 24, 2018  
**RE:** Local Impact Report in Support of PGCB Application

---

## Background

Penn National Gaming, Inc. ("Penn National"), as part of its application for a Category 4 Satellite Casino, Hollywood Casino Morgantown, located in Caernarvon Township, Berks County, ("Caernarvon" or "Township"), hired Econsult Solutions, Inc. ("ESI") to conduct a local services and economic impact analysis. The proposed casino would be located on a site previously zoned for an approximately 175,000 square-foot mixed-use development adjacent to the I-76/I-176 interchange. Penn National expects to build a new 81,425 square-foot facility on 36 acres of land during a single phase of construction.

Penn National anticipates that the proposed development could take approximately 18 months from the receipt of all permits, approvals and entitlements. Under a Category 4 License, a satellite casino is allowed up to 750 slot machines and 30 table games in Year 1, with the ability to add an additional 10 table games after Year 2. Penn National plans to open with the maximum number of slots and table games in Year 1 and assess market demand for an increase in table games in Year 2.

Penn National estimates that the site is expected to primarily draw visitors from REDACTED

# REDACTED

## **Appendix 33**

### **Methodology**

In order to evaluate the potential impact of the proposed casino location, ESI undertook a three-part approach. First, we calculated the impacts of other Penn National casino locations on a per position basis. We then consulted Caernarvon Township officials to understand the baseline of local services and estimate the relative impact of the proposed casino. Finally, we integrated this analysis with the traffic and utility studies that Penn National had commissioned for the site.

A Category 4 casino can have a maximum of 750 slot machines and 40 table games (after Year 2), which equates to 990 positions. A gaming position is defined as either a slot machine or a seat at a table game. Penn National has five locations of similar size in the United States, located in Bangor, ME; Alton, IL; Tunica, MS; Zia Park, NM; and Biloxi, MS. These five sites have between 777 and 871 gaming positions. Penn National also operates a Category 1 casino in Pennsylvania, Hollywood Casino in Grantville, which has 2,750 gaming positions. Penn National provided average impacts from the similar sized casinos and the Pennsylvania-based casino. These calculations were used to estimate the impact of the Caernarvon Township location and are detailed by area of service below.

After calculating these estimates, we consulted with Ms. Joan Bair, Caernarvon Township Administrator. Ms. Bair spoke with other Township Officials to provide information on current baseline service levels and demand across Township departments. We then calculated the percentage increase that the proposed casino would have on the Township. Along with the current Township budget, we used our analysis to calculate the relative cost to the Township against the estimated new tax revenue generated by the proposed casino.

Finally, we integrated our analysis with traffic and utility impact analyses that Penn National had commissioned for the casino to understand the overall local service impact of a Category 4 casino in Caernarvon Township.



## **Township Budget and Current Conditions**

Caernarvon Township's General Fund Budget was approved for \$2.5 million in 2018 (Table 1).

**Table 2. Caernarvon Township General Fund Budget 2018**

	Appropriated
General Government	\$142,055
Administrative Services	\$319,190
Police and Public Safety	\$1,098,175
Fire Protection and Response	\$181,905
Ambulance Service	\$42,192
Public Works Maintenance	\$370,110
Public Works Streets and Traffic	\$288,960
Parks and Recreation	\$30,913
Library	\$11,670
<b>Total</b>	<b>\$2,485,170</b>

*Source: Township of (Caernarvon 2018)*

Any major new revenue sources would represent a significant increase in the Township's General Fund.

### **Public Works Department:**

#### **Street Maintenance:**

The proposed casino site is adjacent to the I-76 / 176 Interchange. The traffic study commissioned by Penn National has identified that the majority of trips associated with visits to the casino will be accessing the interstate on/off ramps of I-76.<sup>1</sup> The anticipated impacts to the local road network are anticipated to be minimal. We therefore anticipate that the impact on street maintenance for Caernarvon Township to be negligible.

#### **Sanitation, Water, and Sewer:**

The development site was previously approved for a much larger mixed-use retail project. As part of this approved project, sanitary sewer mains were constructed at the site. Penn National anticipates that no offsite improvements are needed and that connections to existing facilities can occur within the project site once the lines are dedicated to the respective Authority.

Penn National anticipates water usage of 19,370 gallons per day, or 83 Equivalent Dwelling Units ("EDUs") per day, for sewage. Conveyance will be provided by Caernarvon Township Water and Sewer Department,

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<sup>1</sup> Langan, Transportation Impact Study: Berks County Casino, Prepared for Penn National Gaming, Inc. (2018)

while treatment and disposal will be provided by the Caernarvon Township Sewer Authority Plant. Penn National does not anticipate that additional improvements are needed to meet usage and demand.

#### **Public Safety:**

As noted, Penn National provided the average number of public safety calls per month and average number of calls per month per gaming position. This data enabled us to estimate the anticipated number of new public safety calls from the proposed casino location. The average calls per month per position were multiplied by the number of gaming positions at both the opening and max build-out levels for police, fire, and Emergency Medical Services (“EMS”).

**Table 3. Estimated Calls/Month at Caernarvon Location**

<b>Casino Location</b>	<b># Gaming Positions</b>	<b>Police</b>	<b>Fire</b>	<b>EMS</b>
Estimated Opening	930	6.2	2.2	2.0
Max Build-Out	990	6.6	2.3	2.2

We then used information provided from Caernarvon Township officials to calculate the percentage increase on local public safety services from their current baseline operations.

#### **Police:**

Caernarvon Township operates a local police force, the Caernarvon Township Police Department (“CTPD”) that manages law enforcement in the Township. In total, the CTPD receives an average of 415 calls per month.<sup>2</sup> Using the average number of calls per month to police from the sample casinos, we estimate that the CTPD could expect to receive an average of 6.2 additional phone calls per month as a result of the casino opening and an average of 6.6 phone calls per month at max build-out. This represents an estimated 1.4 percent increase and 1.6 percent increase in non-traffic related police calls for the CTPD. We do not anticipate that the casino will have a material impact on the CTPD.

#### **Fire:**

The Twin Valley Fire Department (“TVFD”) covers six different municipalities in Berks and Chester Counties, including Caernarvon Township. TVFD receives approximately 200 calls annually, 46 percent of which originate in Caernarvon Township. Using the average number of calls per month to the fire department from the sample casinos, we estimate that TVFD should expect to receive an average of 2.2 additional phone calls per month as a result of the casino opening and an average of 2.3 phone calls per month at max build-out. This represents a 13.2 to 14.0 percent increase in fire calls per month. We anticipate that the casino would have a minor impact on the TVFD.

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<sup>2</sup> On average, the STPD handles 300 felonies, 600 misdemeanors, and 500 summary offensives per year.

### EMS:

EMS services in Caernarvon Township are provided by Elverson-Honey Brook Area EMS. The Elverson-Honey Brook Area EMS receives approximately 128 calls per year, 25 percent of which originate in Caernarvon Township. Based on other Penn National casino locations, we estimate an additional 1.4 EMS calls per month at the opening and 2.2 at max build-out. This represents a 20.6 to 22.0 percent increase in EMS service demand. Overall, we expect that the proposed casino will have a moderate impact on local EMS services.

### Traffic and Transportation

As noted, the anticipated impact of the proposed casino on the local road network is minimal. In its Transportation Impact Study, Langan identified three areas of work in conjunction with casino development at the site:

1. The instillation of a traffic signal at the intersection of Morgantown Road and the Main Site Driveway, if and when it's deemed warranted by PennDOT after the casino has opened
2. Restripe worn pavement markings at two site driveways
3. Coordinate with PennDOT and the Township to approve PennDOT Highway Occupancy Permits<sup>3</sup>

These represent minor traffic and transportation investments that are anticipated to be paid by Penn National.

### Other Municipal Services and Resources:

The Permits/Planning/Zoning office should anticipate a one-time and minor impact due to the administrative work needed for the construction of the casino. This impact is expected to subside once construction of the casino is underway. The ongoing operations of the casino are expected to have a minimal impact on the permits office and should not produce any significant adverse increases in workload in other government departments. Gas, electric, and telecommunications services are provided by non-municipal utility companies. Penn National does not anticipate these services will have a material impact on Caernarvon Township.

### Conclusion

In total, we estimate the casino development is expected to have no negative impacts on the Township from a capital improvement perspective. Any new tax revenues generated by the casino that the Township will receive as the host community should be considered as net incremental revenues.

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<sup>3</sup> Langan, Transportation Impact Study: Berks County Casino, Prepared for Penn National Gaming, Inc. (2018)

## **Appendix 37: Sections 7 and 9**

### **Methodology**

Economic impact estimates are generated by utilizing input-output models to translate an initial amount of direct economic activity into the total amount of economic activity that it supports, which includes multiple waves of spillover impacts generated by spending on goods and services and spending of labor income by employees.<sup>4</sup> The economic impact from direct expenditures is modeled using IMPLAN, an industry standard input-output model software program. Such models are designed to estimate two sets of spillover impacts from direct expenditures:

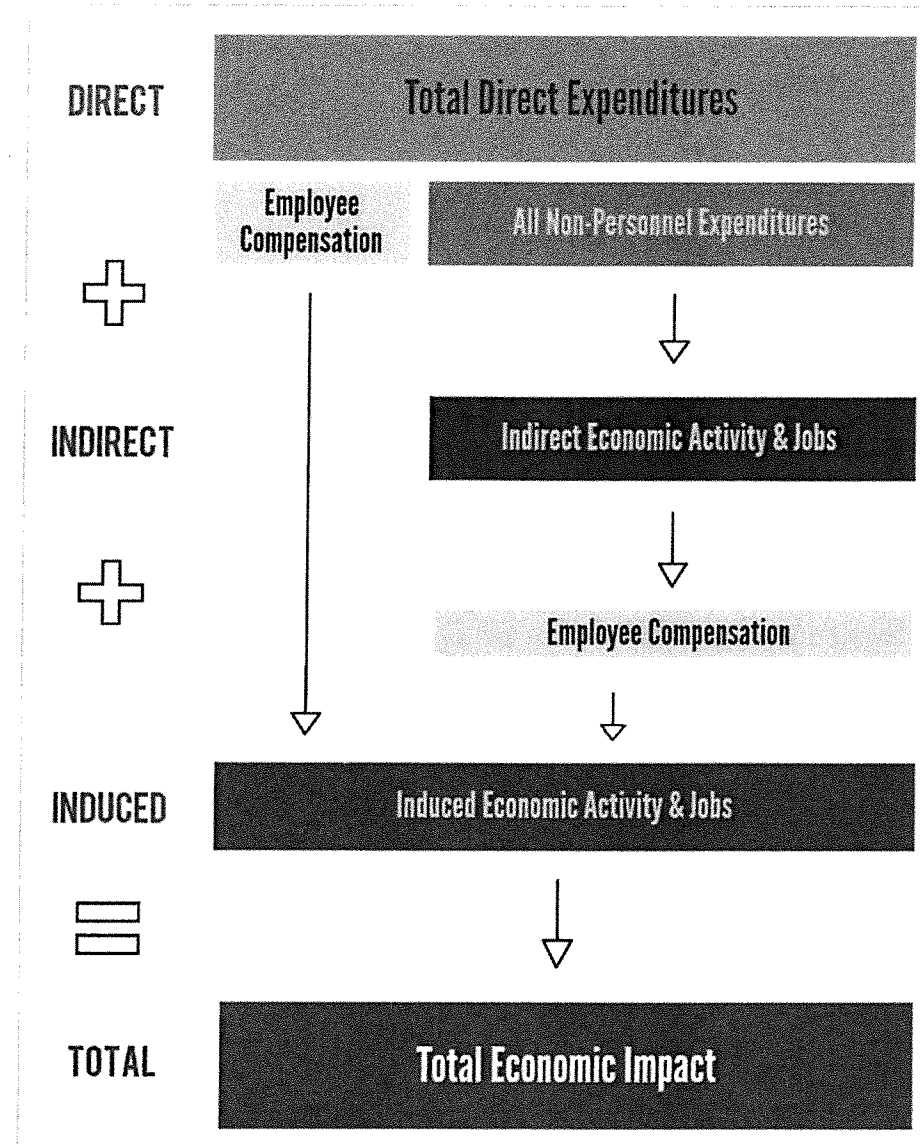
- The indirect effect, which measures the multiplier effect from the purchase of goods and services from local vendors (i.e. supply chain impacts); and
- The induced effect, which measures the multiplier effect from the spending of labor income by employees within a particular geography (i.e. labor income impacts).

The total economic impact of the proposed casino is the sum of their own direct economic footprint (in terms of both Penn National's spending, and ancillary spending by the visitors they attract), plus the indirect and induced effects generated by that direct footprint. Economic impacts are estimated for Caernarvon Township, Berks County, and the Commonwealth of Pennsylvania (inclusive of the city impact) (see Figure 2).

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<sup>4</sup> See Appendix A for further detail on input-output theory and methodology.

Figure 2 – Economic Impact Methodology



Source: IMPLAN (2015), Piktochart (2018)

The economic impacts, estimated using IMPLAN, are translated to fiscal impacts using tax models created by ESI specific to the Commonwealth of Pennsylvania and Caernarvon Township. ESI uses its own fiscal model, which establishes the relationship between economic activity and tax revenue collections for various jurisdictions (i.e. effective tax rates). In the case of non-profit entities, modeling is adjusted to ensure that tax-exempt status is accounted for, while still including economic activity that is tax generating. For example, casino employees generate wage and income tax, and the indirect and induced activity it generates largely accrues to private firms, and therefore is broadly tax generating.

## Section 7

This section of the report quantifies the construction and ongoing operations impact within Caernarvon Township, Berks County, and Pennsylvania. Direct construction activity will employ construction workers and professional service providers, who will in turn spend a portion of their salaries and wages within the local and state economy. Construction activity is also expected to catalyze the procurement of a wide range of goods and services, which will translate into new economic opportunities for local and state vendors. Ongoing operations will require the procurement of various goods and services, which is expected to translate into new economic opportunities for local and state vendors representing a wide range of industries.

The one-time economic impact of the proposed casino's construction is estimated to be \$102.5 million which is projected to support approximately 590 jobs. Construction is projected to also generate approximately \$1.6 million in tax revenues for the Commonwealth. While the construction-related benefits of the development are temporary in nature, over the course of construction, the project is projected to support an estimated 290 direct construction jobs and 150 additional indirect and induced jobs.

The total economic impact of ongoing operations is projected to be nearly \$140 million in the first year of operations and nearly \$179 million after 10 years, along with the concurrent creation of an estimated 660 jobs in the first year and over 790 at stabilization. Total tax revenue generated, including local property and gaming, state income, sales, and business taxes, by the proposed development's operations is estimated to be **REDACTED**

### Upfront Construction

According to construction budgets prepared by Penn National, it is anticipated that the development of the casino is estimated to represent \$110.9 million in direct upfront expenditures. Not all expenditures represent direct outlays that produce spillover effects within the region and state, so certain expenditure categories were partially or fully reduced before modeling. Based on this approach, it is estimated that the project is estimated to represent \$51.6 million in direct upfront expenditures.

**Table 6 – Estimated Direct Expenditures from Upfront Construction**

<b>Direct Expenditure Category</b>	<b>Total Construction Expenditures</b>	<b>Expense Category</b>	<b>Modeled Portion</b>	<b>Modeled Construction Expenditures</b>
Building Construction	REDACTED	Hard Cost	100%	REDACTED
On-Site Improvements		Hard Cost	100%	
Off-Site Improvements		Hard Cost	100%	
FF&E, Signage, Audio/Visual, & Memorabilia		Hard Cost	25%	
Design, Management, & Consultants		Soft Cost	100%	
Legal & Insurances		Soft Cost	100%	
Operations, Slots, Table Games, & IT		Non-Modelable	0%	\$0.0
Contingency		Non-Modelable	0%	\$0.0
Cap Interest		Non-Modelable	0%	\$0.0
Pre-Opening		Non-Modelable	0%	\$0.0
Working Capital & Cage Cash		Non-Modelable	0%	\$0.0
Site Acquisition		Non-Modelable	0%	\$0.0
Cat. 4 Slots / Tables License	\$10.0	Non-Modelable	0%	\$0.0
<b>Total</b>	<b>\$110.9</b>	<b>-</b>	<b>-</b>	<b>\$51.6</b>

*Source: Penn National (2018)*

Upfront construction of the development is expected to have significant one-time impacts on the regional and state economy. The construction phase is expected to represent approximately:

- \$51.6 million in one-time economic impact within the Township economy, supporting 292 jobs and \$24.1 million in earnings,
- \$83.2 million in one-time economic impact within Berks County, supporting 500 jobs and \$33.7 million in earnings, and
- \$102.5 million in one-time economic impact within the Commonwealth, supporting 590 jobs and \$38.7 million in earnings.

**Table 7 - Estimated One-Time Impact to Caernarvon Township, Berks County and the State of Pennsylvania from Upfront Construction**

<b>Economic Impact from Upfront Construction</b>	<b>Economic Impact to Caernarvon Township</b>	<b>Economic Impact to Berks County</b>	<b>Economic Impact to the State of Pennsylvania</b>
Direct Output (\$M)	\$51.4	\$51.4	\$51.4
Indirect and Induced Output (\$M)	\$0.2	\$31.8	\$51.1
<b>Total Impact (\$M)</b>	<b>\$51.6</b>	<b>\$83.2</b>	<b>\$102.5</b>
Employment Supported (FTE)	292	500	590
Earnings (\$M)	\$24.1	\$33.7	\$38.7

*Source: IMPLAN (2015)*

Construction of the casino is also expected to generate tax revenues for the Commonwealth of Pennsylvania for the duration of the project. It is estimated that upfront construction is expected to produce approximately \$1.6 million income, sales, and business tax revenues.

**Table 8 – Tax Revenue Generated from Construction within the Commonwealth of Pennsylvania**

<b>Tax Revenue Impact from Construction</b>	<b>Tax Revenue Impact to Commonwealth of Pennsylvania</b>
Personal Income Taxes	\$760,000
Sales Taxes	\$680,000
Business Taxes	\$110,000
<b>Total Taxes</b>	<b>\$1,550,000</b>

*Source: IMPLAN (2015)*

### Section 7.3 – Ongoing Operations

**REDACTED**

**REDACTED** The composition and scale of various impact categories such as output, employment, and tax revenues are derived from casino revenues. Our analysis focuses on the revenue from the first and tenth year of operations.



Figure 3 – Estimated Annual Operating Revenues for the Proposed Casino Over 10 Year Period (\$M)



*Source: Penn National (2018)*

Ongoing operations of the proposed development are expected to have significant annual impacts on the regional and state economy. Within the first year of operation, the economic impact of the casino is expected to represent approximately:

- \$73.0 million in one-time economic impact within the Township economy, supporting 276 jobs and \$8.5 million in earnings,
- \$118.8 million in one-time economic impact within Berks County, supporting 550 jobs and \$19.8 million in earnings, and
- \$140.1 million in one-time economic impact within the Commonwealth economy, supporting 660 jobs and \$25.9 million in earnings.

**Table 9 – Economic Impact of Operations to Caernarvon Township, Berks County, and the Commonwealth of Pennsylvania within the First Year of Operation**

<b>Economic Impact from Ongoing Operations</b>	<b>Economic Impact to Caernarvon Township</b>	<b>Economic Impact to Berks County</b>	<b>Economic Impact to the State of Pennsylvania</b>
Direct Output (\$M)	\$72.7	\$72.7	\$72.7
Indirect and Induced Output (\$M)	\$0.28	\$46.0	\$67.3
<b>Total Impact (\$M)</b>	<b>\$73.0</b>	<b>\$118.8</b>	<b>\$140.1</b>
<b>Employment Supported (FTE)</b>	<b>276</b>	<b>550</b>	<b>660</b>
<b>Earnings (\$M)</b>	<b>\$8.5</b>	<b>\$19.8</b>	<b>\$25.9</b>

*Source: IMPLAN (2015)*

At stabilization, the economic impact of the casino is expected to represent approximately:

- \$94.3 million in one-time economic impact within the Township economy, supporting 311 jobs and \$9.6 million in earnings,
- \$152.4 million in one-time economic impact within Berks County, supporting 660 jobs and \$23.9 million in earnings, and
- \$179.7 million in one-time economic impact within the Commonwealth economy, supporting 790 jobs and \$31.8 million in earnings.

**Table 10 – Economic Impact of Operations to Caernarvon Township, Berks County, and the Commonwealth of Pennsylvania at Stabilization**

<b>Economic Impact from Ongoing Operations</b>	<b>Economic Impact to Caernarvon Township</b>	<b>Economic Impact to Berks County</b>	<b>Economic Impact to the State of Pennsylvania</b>
Direct Output (\$M)	\$93.9	\$93.9	\$93.9
Indirect and Induced Output (\$M)	\$0.35	\$58.5	\$85.8
<b>Total Impact (\$M)</b>	<b>\$94.3</b>	<b>\$152.4</b>	<b>\$179.7</b>
<b>Employment Supported (FTE)</b>	<b>311</b>	<b>660</b>	<b>790</b>
<b>Earnings (\$M)</b>	<b>\$9.6</b>	<b>\$23.9</b>	<b>\$31.8</b>

*Source: IMPLAN (2015)*

Ongoing operations of the proposed development are also expected to increase various tax bases and therefore generate tax revenues for the Commonwealth. It is estimated that ongoing operations is expected to produce nearly \$1.6 million in tax revenues for the Commonwealth within the first year of operation and over \$1.9 million at stabilization. This economic impact includes new income and business taxes from the direct, indirect, and induced economic activity generated by the proposed development.

**Table 11 – Tax Revenue Generated from Ongoing Operations of the Casino within the Commonwealth of Pennsylvania**

<b>Tax Revenue Impact from Construction</b>	<b>Tax Revenue Impact to Commonwealth of Pennsylvania within the First Year</b>	<b>Tax Revenue Impact to Commonwealth of Pennsylvania at Stabilization</b>
Personal Income Taxes	\$510,000	\$620,000
Sales Taxes	\$870,000	\$1,100,000
Business Taxes	\$170,000	\$220,000
<b>Total Taxes</b>	<b>\$1,550,000</b>	<b>\$1,940,000</b>

*Source: IMPLAN (2015)*

## Section 9

The proposed casino will act as an economic engine and community partner. The significant tax revenue generated from the construction and operations activity associated with the proposed casino is expected to substantially outweigh negligible adverse impacts experienced by Caernarvon Township and the local community as a result of increased demand for public services. As stipulated by state gaming regulations, the proposed casino is projected to contribute over REDACTED to state, county, and local revenue funds within the first year of operations before growing to over REDACTED annually at stabilization.

Within the first year of operations, Caernarvon Township is estimated to receive over REDACTED in annual revenue as a result of the operations of the proposed casino, consisting of REDACTED in annual slot host revenue and REDACTED in annual table host revenue. This material increase in annual revenue represents REDACTED of the Caernarvon Township 2018 General Fund budget. At stabilization, the Township is expected to receive a total of over REDACTED in revenue. The County and State are also expected to derive significant tax revenue from operations at the proposed casino.

**Table 12 – State, County, and Local Revenue Derived from Slots and Table Revenue at the Proposed Casino**

Slot Revenue	Tax Rate	Tax Revenue	Tax Revenue At
		within the First Year	Stabilization
Property Tax Relief	34%	REDACTED	
PA Gaming Economic Development and Tourism Fund	6%		
CFA Grants -Any County Suffering Decreased LSA	5%		
Match for Host County LSA Funding	5%		
Grants through CFA to Host County	2%		
Host Municipality	2%		
Total	54%		
Table Revenue			
PA General Fund	14%	REDACTED	
CFA Grants to Host County	1%		
Host Municipality	1%		
Total	16%		
Total Slots and Gaming		REDACTED	

Source: PA Gaming Control Board (2018), Penn National (2018)

In addition to host community gaming revenue, construction and operations activity at the proposed casino is expected to generate substantial local tax revenue for Caernarvon Township. Over a 18-month period, the Township is expected to receive approximately \$75,000 in earned income tax (EIT) and local

service tax (LST) as a result of the direct, indirect, and induced economic activity generated by construction of the proposed casino.

**Table 13 – Caernarvon Tax Revenue from Construction**

<b>Caernarvon Township</b>	<b>One-Time Construction Revenue</b>
EIT	\$60,000
LST	\$15,000
<b>Total</b>	<b>\$75,000</b>

*Source: Caernarvon Township (2018), IMPLAN (2015)*

Following the completion of the casino, the Township is expected to receive significant additional real estate, real estate transfer, EIT, and LST. Nearly \$48 million in construction and on-site improvements are expected at the site, resulting in a material increase in assessment value and a subsequent \$70,000 estimated increase in Caernarvon Township property tax revenue. In addition, the \$8.95 million estimated sale price of the 36 acre site of the proposed casino is estimated to generate approximately \$45,000 in real estate transfer taxes to the Township. The direct, indirect, and induced activity at the casino is estimated to support approximately \$22,000 in EIT and \$14,000 in LST annually within the first year before growing to \$25,000 and \$16,000 respectively. Overall, activity at the proposed casino is expected to generate over \$150,000 in new revenue for the township within the first year, before stabilizing at more than \$110,000 annually, equivalent to 4 percent of the 2018 General Fund budget.

**Table 14 – New Caernarvon Tax Revenue from Ongoing Operations**

<b>Caernarvon Township</b>	<b>Annual Revenue from Operations within the First Year</b>	<b>Annual Revenue from Operations at Stabilization</b>	<b>2018 Budget</b>	<b>Annual Revenue from Operations at Stabilization as % of Budget</b>
Real Estate Taxes	\$70,000	\$70,000	\$665,600	36%
Real Estate Transfer Taxes	\$45,000	\$0	\$165,000	9%
EIT	\$22,000	\$25,000	\$793,000	43%
LST	\$14,000	\$16,000	\$210,000	11%
Other Revenue Sources	\$0	\$0	\$651,570	0%
	<b>\$151,000</b>	<b>\$111,000</b>	<b>\$2,485,170</b>	<b>4%</b>

*Source: Caernarvon Township (2018), IMPLAN (2015)*

Table 15 – Net Annual Impact in Caernarvon Township

Tax Revenue Increase	Within the First	
	Year	At Stabilization
Host Municipality Slot Revenue	REDACTED	
Host Municipality Table Revenue	REDACTED	
Real Estate Taxes	\$70,000	\$70,000
Real Estate Transfer Taxes	\$45,000	\$0
EIT	\$22,000	\$25,000
LST	\$14,000	\$16,000
<b>Total</b>	REDACTED	
<b>Negative Community Impact</b>	\$0	\$0
<b>Net Positive (Negative) Impact</b>	REDACTED	


Source: Caernarvon Township (2018), PA Gaming Control Board (2018), Penn National (2018), IMPLAN (2015)

Caernarvon Township is expected to receive approximately REDACTED in annual revenue within the first year of operation of the proposed casino. In total, the casino development is expected to have no negative impact on the Township. As the proposed casino prospers and gross terminal revenue increases as projected, the positive benefits shared with the local community stabilize at nearly REDACTED

**CERTIFICATE OF SERVICE**

I, Alex M. Hvizda, hereby certify that on this 24<sup>th</sup> day of October, 2018, I caused a true and correct copy of the foregoing *Local Impact Report*, to be served by electronic mail and first class mail, return receipt requested upon the following:

Joan Bair, Township Manager  
**CAERNARVON TOWNSHIP**  
3307 Main Street  
Morgantown, PA 19543

  
\_\_\_\_\_  
Alex M. Hvizda, Esquire  
PA ID 306565  
777 Hollywood Boulevard  
Grantville, PA 17028  
[717] 469-3079  
alex.hvizda@pngaming.com

**HOLLYWOOD CASINO MORGANTOWN**

**APPENDIX 34**

**CONFIDENTIAL**

LAND ACQUISITION COSTS

**REDACTED**



ATTACHMENT REDACTED

# **HOLLYWOOD CASINO MORGANTOWN**

## **APPENDIX 35**

**CONFIDENTIAL**

### COMPULSIVE AND PROBLEM GAMBLING PLAN

To the extent possible, Applicant will use the same Compulsive and Problem Gambling Plan, approved by the Board, as it uses at its Category 1 licensed facility.

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 36

CONFIDENTIAL

TEMPORARY FACILITY

REDACTED

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 37

CONFIDENTIAL

### SECTION 1325 REQUIREMENTS

#### 1. Location and Quality of Proposed Facility

The proposed Category 4 facility is intended to be called Hollywood Casino Morgantown, which utilizes Penn National's signature brand. Hollywood Casinos are synonymous with excellence and style and provide guests with a quality offering of gaming and entertainment. There are presently 15 Hollywood-branded regional casinos in the United States, including Hollywood Casino at Penn National Race Course property in Grantville, PA. The décor is envisioned as a blend of modern amenities evoking a classic art deco design. Audiovisual displays are planned to be utilized throughout the property and stream movie trailers, entertainment programming, and sporting events intended to inform and entertain patrons.

The proposed site of the Applicant's casino facility is an approximately 36-acre semi-improved parcel located along Morgantown Road (S.R. 0010) in Caernarvon Township, Berks County, Pennsylvania (Property Identification No. 35532009074453) (the "Property"). The Property has frontage along three major roadways – Morgantown Road to the north and west, I-176 (Morgantown Expressway) to the east and I-76 (Pennsylvania Turnpike) to the south and is easily accessible from each. The facility will be purpose-built as a Category 4 casino from the ground up and is planned to encompass a total of 81,425 SF with parking for 1,250 vehicles, including buses and VIP. The facility has a high degree of visibility along the Pennsylvania Turnpike, which has an estimated average traffic count of approximately 45,000 cars passing in front of the Property daily.

In determining Caernarvon as its location, the Applicant retained Union Gaming, a well-known advisory firm specializing in the gaming industry, to conduct an independent market feasibility study. REDACTED

REDACTED

REDACTED). As referenced above, the Property is ideally located just off of I-176, which is the primary roadway connecting Reading and Morgantown. Moreover, the Property is located along I-76 (Pennsylvania Turnpike) with immediate accessibility from Exit 298, which is the primary east/west roadway to/from Morgantown and Western Philadelphia (around 17-miles away).

In summary, the Applicant believes its location is ideal to service its targeted market and is closely proximate to existing and ample infrastructure for which its guests can conveniently utilize.

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 37

CONFIDENTIAL

### 2. Job Creation and Economic Development

Applicant has a proven reputation for providing new jobs and economic development in the communities in which it operates. Since the grand opening of Hollywood Casino at Penn National Race Course in 2008, the Penn National Gaming, Inc. ("Penn National" or the "Company") has grown to become the largest regional gaming and racing company in the United States, with 40 properties in 18 jurisdictions. During this time, Penn National has invested upwards of \$3 billion to develop and open six green field properties and significantly renovate or expand six additional properties. Penn National currently employs more than 30,000 Team Members.

In the Commonwealth, Penn National employs approximately 2,200 Team Members at Hollywood Casino at Penn National Race Course and The Meadows Racetrack & Casino, and 130 at its corporate headquarters in Wyomissing. This number is expected to increase with the development and opening of Hollywood Casino Morgantown and Hollywood Casino York.

As is the case in each of the communities in which it serves, Penn National is committed to its "buy local, hire local" approach that has resulted in the Company receiving numerous awards throughout the country, such as the recent "Business of the Year" award by the Unified Chamber of Commerce in Massachusetts and "Best Place to Work" by the Bangor Chamber of Commerce in central Maine. Penn National routinely relies on local chamber and workforce development organizations to assist in executing the most effective communication strategies in new communities to identify local vendors and prospective employees and has already begun the implementation of a similar program in Berks County. To this point, Penn National actively engaged the Greater Reading Chamber Alliance ("GRCA") immediately upon being awarded the fifth Category 4 auction bid in April.

#### Job Creation

Penn National engaged GRCA to help identify workforce development partners to assist in the identification and recruitment of up to 250 future Team Members for Hollywood Casino Morgantown. These organizations include, but are not limited to, Berks County Workforce Development Board, Reading Area Community College ("RACC"), and Penn State Berks. Penn National representatives plan to meet with these organizations to discuss the employment requirements and job descriptions at Hollywood Casino Morgantown and expect to host job fairs and other outreach programs in 2019.

#### Economic Development

# HOLLYWOOD CASINO MORGANTOWN

## APPENDIX 37

CONFIDENTIAL

Penn National also engaged the GRCA to request assistance in identifying local construction and purchasing vendors. The Company has a proven system to recruit these vendors via its website registration program (<http://www.pngaming.com/Vendors>) and expects to host vendor fairs and other outreach programs in conjunction with the GRCA and the project's general contractor in the coming months. Penn National expects to employ between 100-200 individuals via subcontractors during the development of Hollywood Casino Morgantown.

Penn National has witnessed positive economic development in the vicinity of their new gaming facilities across the United States and expects similar results in Berks County. For example, Penn National has seen significant growth near its facilities in Kansas City, Kansas (opened 2012); Columbus, Ohio (opened 2012); and Plainville, Massachusetts (opened 2015). New hotels, retail outlets, and dining establishments have opened in the vicinity of each property.

The Company expects Hollywood Casino Morgantown to draw hundreds of thousands of visitors to the Caernarvon area, creating opportunities for potential new businesses to locate in the area to provide goods and services to the influx of patrons expected to visit the casino, and thus creating additional new jobs in the region. Penn National plans to work constructively with Township officials to attract complementary businesses to further enhance the offerings available to residents and visitors of southern Berks County.

### 3. Employment Diversity

Penn National is committed to a developing a high performance, inclusive work environment that reflects the diversity of the communities in which we serve. We strive to create a company culture where all ideas and all contributions are valued no matter how or from whom they may originate. We actively seek out Team Members from traditionally disadvantaged groups and are committed to making inclusiveness the foundation of our Company's culture. Penn National Gaming's Equal Employment Opportunity Policy is as follows:

To give equal employment and advancement opportunities to all employees and applicants, the Company makes employment decisions based on each person's performance, qualifications, and abilities. We do not discriminate in employment opportunities or practices on the basis of race, color, religion, gender, national origin, age, disability, sexual orientation, or any other characteristic protected by law. In addition, the Company will make reasonable accommodations for qualified individuals with known disabilities. The Equal Employment Opportunity Policy covers all employment practices, including selection, job assignment,

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compensation, discipline, separation of employment, and access to benefits and training.

Penn National has a comprehensive Workforce Diversity Plan for the ongoing development of its workforce at its existing facilities that it will employ at Hollywood Casino Morgantown. The plan is designed not only to provide equal opportunity to individuals identified in traditionally disadvantaged groups, but also to promote a workforce that is reflective of our surrounding community.

The plan in southern Berks County will be implemented by engaging with community-based organizations, such as the GRCA, Berks County Workforce Development Board, and RACC, and conducting aggressive outreach, recruitment, and training in order to identify motivated and qualified individuals to join our team.

The goals of our initial meetings with these local organizations include:

- Identifying existing educational institutions with programs that allow graduate skillsets to transfer to the needs of our facility;
- Identifying educational institutions where we can foster longer term partnerships in existing career training programs (such as culinary programs);
- Identifying organizations in both the education and workforce development communities that have an existing communications portal that can provide job advertising services;
- Engaging organizations that have existing or can create partnering opportunities for events like job information sessions and job fairs;
- Understanding local demographics, available labor pool and challenges with recruiting qualified team members, understanding under and unemployed dynamic in the local area. The United States Census Bureau's latest figures state that approximately 28% of Berks County's population are comprised of individuals from ethnic minority groups and, according to the U.S. Department of Labor's Bureau of Labor Statistics, the current unemployment rate is approximately 4.3%. We will incorporate this data into our overall employment plan.

We will continue developing relationships with these organizations while pursuing others with the goal of reaching as broad a group of potential employees as possible during our initial hiring phase as well as throughout the ongoing operations at Hollywood Casino Morgantown.

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Hollywood Casino at Penn National Race Course has executed a similar employment strategy over the past 10 years with positive results. Today, 41% of the workforce is represented by women and 19% is comprised of individuals from racial minority groups.

#### 4. Vendor Diversity

Penn National is committed to ongoing business relationships with a wide array of diverse organizations in the development and the operation of its gaming facilities across the country. As such, the Company utilizes its "Supplier Diversity Program" not as a set-aside, nor a giveaway, but rather a unique opportunity for traditionally disadvantaged companies to participate equitably in the procurement process, and to be included in any all efforts to develop the capabilities of the businesses participating in the program. Penn National expects to implement its Supplier Diversity Program for the development and operation of Hollywood Casino Morgantown, just as it has done for previous development projects and currently employs at its operating facilities across the country.

It's no secret that by the year 2050, the majority of the U.S. population will consist of ethnic groups previously considered minorities. To ensure that Penn National Gaming's suppliers reflect our present and future customer base, and society as a whole, we are committed to establishing ongoing relationships with minority, women, and disadvantaged-owned businesses to further their growth and development. We encourage joint venturing, subcontracting, mentoring and Tier II programs, and participate in training workshops and procurement forums that will assist vendors in reaching their full potential. At Penn National Gaming, we value diversity and consider it an important and necessary tool that enables us to maintain a competitive edge in today's ever-changing market place.

Penn National recognizes a "diversity supplier" as a supplier that holds one or more of the following certifications:

- Disabled Business Enterprise (DIS)
- Disabled Veteran Business Enterprise (DVET)
- Disadvantaged Business Enterprise (DBE)
- Historically Underutilized Business Zone (U.S. SBA HUBZone Empowerment)
- Minority-Owned Business Enterprise (MBE)
- Minority/Women-Owned Business Enterprise (M/WBE)
- Small Business Administration 8(a) Program (SBA 8(a))
- Small Business Enterprise (SBE)
- Small Disadvantaged Business (SDB)
- Veteran-Owned Business Enterprise (VET)



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- Women-Owned Business Enterprise (WBE)

### **5. Equal Employment Opportunity**

As outlined above, Penn National's Equal Employment Opportunity Program and Supplier Diversity Program were devised to ensure that all traditionally disadvantaged persons and businesses are provided equality of opportunity to work for or contract directly with the Company. These standards are expected to be met by any and all contractors, subcontractors, assignees, lessees, agents, gaming service providers and suppliers that are employed directly or indirectly by Penn National during the development and operation of Hollywood Casino Morgantown. They are expected to emulate the Company's core operating principals and Penn National provides regular oversight of the execution of their inclusion policies.

### **6. Tourism**

While we do not expect tourism facilities to be incorporated into the development of Hollywood Casino Morgantown, Penn National does have a history of including tourism-related amenities at its properties throughout the country.

Following the disastrous effects of Hurricane Katrina on the Gulf Coast of Mississippi in 2005, the Company rebuilt Hollywood Casino Gulf Coast in Bay St. Louis, Mississippi. Since that time, Penn National and its partners invested significantly to renovate the Bridges Golf Club, an Arnold Palmer signature course that was voted one of the "Top 10 Courses in Mississippi" by Golf Digest. The Company also invested in the development of a "lazy river" water park adjacent to the hotel, as well as a spa and RV park.

In addition, the Company partnered with International Speedway Corporation ("ISC") in 2009 to develop Hollywood Casino at Kansas Speedway immediately adjacent to "Turn Two" of the NASCAR racetrack. Penn National, together with ISC and area business and civic organizations, have heavily promoted the area, which has now become an entertainment hub that includes a major league soccer stadium, minor league baseball stadium, and significant retail shopping outlets.

The Company's marketing plans include coordinating with the Pennsylvania's American Region organization and local hotels to develop packages to draw customers to the Morgantown area who live within a 60-minute drive of the casino.

### **7. Living Wage Job Creation**

As previously indicated, Penn National Gaming has an established reputation as a significant job creator in the communities in which it serves, and in particular in the

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Commonwealth of Pennsylvania. At present, the Company employs over 2,300 Pennsylvanians, a number that is expected to increase more than double with the pending development of Hollywood Casino York and Hollywood Casino Morgantown.

At Hollywood Casino Morgantown, the Company expects to employ up to 250 citizens once the facility is open, with an approximate 75%-25% split between full-time and part-time employees. Penn National will work directly with Caernarvon Township officials and designees to actively promote job opportunities to residents of the Township and nearby communities, including the city of Reading. The Company had success implementing a similar local jobs program at its Plainridge Park Casino in Massachusetts, where today approximately 34% of Team Members reside within roughly 10 miles of the facility.

In addition to competitive salaries in a tight employment market, Penn National is committed to providing a comprehensive program of benefits that can be tailored to the specific needs of employees and their families. The program includes:

- Health Coverage
- Medical/Rx
- Dental
- Vision
- Employee Assistance Programs (EAP)
- Life and Disability Insurance
- Basic Life and Accidental Death & Dismemberment (AD&D)
- Supplemental Life
- Dependent Life
- Short Term Disability
- Long Term Disability
- Financial
- 401(k) Retirement Savings
- Flexible Spending Accounts for Health and Dependent Care Expenses
- Pre-tax (Section 125) funding of employee contributions for medical, dental, and vision
- Paid Time Off

### **8. Community Commitment**

Penn National is proud of its history in the development and operation of significant gaming facilities across the United States, and equally proud of its commitment to deliver on the promises made to host communities.

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In 2005, Penn National gaming launched the Penn National Gaming Foundation, a 501(c)3 private foundation in the wake of Hurricane Katrina to aid the nearly 2,000 Penn National employees impacted by the storm. The Foundation awarded over \$1.4 million grants for immediate needs such as food, water, clothing, shelter, and medical needs.

Today, the Penn National Gaming Foundation, together with the Company's 27 properties and corporate leadership, provide approximately \$6 million annually to support numerous local non-profit organizations in the communities in which Penn National operates, focusing on projects that promote community development, education, human resources, cultural affairs and diversity, and health services.

The Company invests significant time and energy with the American Cancer Society ("ACS"). Chief Executive Officer Timothy Wilmott is an active member on the ACS's Pennsylvania Chapter of CEO's Against Cancer, and nearly every property participates in the organization's annual Relay for Life. This year Penn National eclipsed the \$1 million-dollar donation level, with a substantial portion raised by individual Team Members across the country. In addition, leadership at each property is actively engaged with local civic groups, and many host fundraisers for specific needs in the immediate community: stocking local food pantries, hosting back-to-school backpack stuffing events, and supporting micro-local fundraisers for those in need.

Employees at the Corporate office in Wyomissing are engaged in numerous philanthropic activities, including active board memberships at the Milton S. Hershey Medical Center, Berks County YMCA's, IM ABLE Foundation, Mary's Shelter, and Atonement Lutheran Church, among many others. The Company is extremely proud to call Pennsylvania "home" and is committed to making the Commonwealth better every day.

### **9. Public Services Impact**

Penn National Gaming does not foresee any adverse effects with the development and operation of Hollywood Casino Morgantown. The property will have ample parking, convenient roadway access, and is expected to result in a significant increase in annual tax revenues for Caernarvon Township. Regardless, the Company will maintain an active working relationship with Township officials and civic and community leaders to address concerns of citizens prior to and following the opening of Hollywood Casino Morgantown. The Company maintains an active membership with and financially supports the Council on Compulsive Gambling of Pennsylvania.

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### 10. Labor Relations

Penn National Gaming maintains and enforces policies that promote equal opportunity in employment—and does not tolerate discrimination based upon any characteristic protected by federal, state or local law. The Company makes reasonable accommodations for qualified individuals with disabilities, and also provides leave time for employees dealing with their own, or family members', serious health conditions. Further, the Company maintains a safe and healthy working environment, in compliance with OSHA regulations and state and local safety requirements, and Mountainview implements programs for the prevention of occupational injuries and illnesses.

To further promote a healthy, respectful, and inclusive workplace, Team Members are trained on acceptable workplace behaviors. Management Team Members are also trained on management techniques to avoid discrimination or other inappropriate behavior. Additionally, Penn National Gaming maintains an "Open Door" policy whereby Team Members can come to Management or any of the Human Resources, Compliance, or Internal Audit departments with any issues or concerns that they have. The Company has a no-retaliation policy to encourage the reporting of concerns. As an additional measure to ensure that Team Members can feel free to report, the Company maintains a hotline (hosted by a third-party vendor) available to all employees; the hotline offers the option of anonymous reporting, and Penn National Gaming's compliance department ensures that each complaint is investigated and responded to appropriately—including, where appropriate, by investigators outside of the Company.

Aside from formal policies and programs that address Team Member concerns, Mountainview conducts two surveys of Team Members each year to assess employee satisfaction throughout the workplace. In the most recent two years, in which more than 90% of employees participated in surveys, results were consistently rated higher than 88% "favorable" by our third-party survey administrator. The survey data and comments are reviewed in detail through all levels of the organization, and action plans are developed to address Team Member concerns.

As a result of all of these efforts, Hollywood Casino at Penn National Race Course enjoys very positive employee relationships. Of its 955 employees, approximately 58 are represented by labor unions: Laborers Local # 108 (LIUNA, AFL-CIO) and Local # 947 (International Chapter of Horseshoers & Allied Equine Trades). Local #108's contract extends to December 2021, and Mountainview has just successfully concluded negotiations with Local # 947 for a new 3-year contract.

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FINANCING

**REDACTED**

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BUSINESS AND ECONOMIC DEVELOPMENT PLANS

**REDACTED**

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LAW ENFORCEMENT LETTERS OF REFERENCE

**REDACTED**

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## APPENDIX 41

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GAMING ENFORCEMENT LETTERS OF REFERENCE

**REDACTED**

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GAMING SERVICE PROVIDERS

**REDACTED**

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### OWNERSHIP / BENEFICIAL INTERESTS

Does not apply.

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### SECTION 1305.1(B) LOCATION ELIGIBILITY

In determining its Location and to verify that it met the eligibility requirements under 1305.1(B), the Applicant hired Ludgate Engineering Corporation in Reading, PA to conduct a field survey, review of record plans for the site, and review of Township and Borough Maps in the area. As such, the Applicants center point of its Location was determined as thus:

- Latitude: 40 degrees 13 minutes 17.5922 seconds N (40.2215553389 degrees N)
- Longitude: 76 degrees 09 minutes 27.7399 seconds W (-76.1577055278 degrees W)
- Municipality: West Cocalico Township
- County: Lancaster County, PA

# REDACTED

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# REDACTED

Lastly, the Applicant has confirmed that no portion of the Property (see tax parcel ID below) that is the subject of the gaming application is within a designated subzone, an expansion subzone or an improvement subzone under the act of October 6, 1998 known as the Keystone Opportunity Zone, Keystone Opportunity Expansion Zone and Keystone Opportunity Improvement Zone Act.

- 35-5320-09-07-4453  
Morgantown, L.P.  
Reading Road, Township of Caernarvon, Berks County, PA